Ontario Centres of Excellence (OCE) and Sustainable Development Technology Canada (SDTC)

July 2016 Joint Call for Expressions of Interest for Canadian Small and Medium Enterprises for Greenhouse Gas Reduction Innovations

Guide and Instructions
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A. INTRODUCTION

Ontario Centres of Excellence (“OCE”) drives the commercialization of cutting-edge research across key market sectors to build the economy of tomorrow and secure Ontario’s global competitiveness. In so doing, OCE help develop the next generation of innovators and entrepreneurs, and are a key partner of Ontario industry, universities, colleges, research hospitals, investors and government.

A not-for-profit organization, OCE receives operations and program funding from the Ontario government as well as the federal government. We are a proud member of the Ontario Network of Entrepreneurs (ONE).

OCE accelerates innovation by supporting collaborative R&D between industry and academia; investing in early-stage commercialization of emerging technologies; fostering youth entrepreneurship; and leading and developing networks around high potential business-led opportunities.

This program is supported by the Ontario government from its Ontario Green Investment Fund, which is dedicated to projects that reduce greenhouse gas emissions, increase energy efficiency, support cleantech innovation and drive job creation and economic development.

Sustainable Development Technology Canada (“SDTC”) was established by the Government of Canada as a not-for-profit to strengthen Canada’s capacity to develop and demonstrate sustainable development technologies—its mission is to be the primary catalyst for building a sustainable development technology infrastructure in Canada. From an initial investment in 2002 of just under $5 million, SDTC has matured into an effective investment mechanism with $928 million in SDTC funds and over $2.45 billion in leveraged funds in a portfolio of 320 projects across Canada. These projects represent a total project value of $3.38 billion.

SDTC is a policy delivery instrument of the Government of Canada to deliver environmental and economic benefits to Canadians. As a delivery agent, SDTC fosters the development and demonstration of technological solutions that address: Clean Air, Climate Change, Clean Water, and Clean Land. SDTC forges innovative partnerships and build a sustainable development technology infrastructure and ensures timely diffusion – increasing the number and rate of uptake of technologies into the marketplace across Canada, providing national benefits. SDTC’s objective is to:

- Increase the pool of available sustainable development technologies
- Fast track technologies to market
- Build private sector partnerships / leverage funding
- Reduce development, market and financial risk
- Build critical mass of sustainable development technology developers

**OCE and SDTC Call for Expressions of Interest:** For this call for applications (“Call”), the Funders have partnered to accept Expressions of Interest (“EOIs”) from Canadian small and medium enterprises (“SMEs”) who request funding for an innovative technology development and demonstration project for GHG reduction technologies. SMEs are responsible for large amounts of innovation and are a source of many new GHG reduction technologies. The SMEs are required to develop Consortium Partnerships which may include, industrial large emitters, other SMEs, large enterprises and academic institutions.
The goal is to accelerate commercialization of technologies that benefit Ontario, Canada and globally through GHG reductions, enterprise development, and economic growth.

A.1 Document Scope

This document provides information about the Funders and the current application process. This application process has two stages: the Expressions of Interest (EOI) stage and the Funding Proposal (FP) stage. These instructions provide information about the EOI stage only. Information specific to the FP stage will be available only to Applicants who are invited to submit a FP, and will address the preparation and evaluation of FP only for Applicants who are successful at the EOI stage.

Note: Questions for the Funders about the EOI process that are not fully addressed in this document can be sent to ivette.vera-perez@oce-ontario.org. Through this contact address, inquiries will be directed to appropriate personnel within OCE and SDTC for a response.

A.2 Call for Expressions of Interest Scope

This Call is intended for Ontario-based SMEs to develop and demonstrate new and innovative technologies that have strong potential to result in significant, verifiable and sustainable GHG emissions reductions in Ontario, Canada and globally. The SMEs are required to develop Consortium Partnerships which may include, industrial large emitters, other SMEs, large enterprises and academic institutions.

A.3 Strategic Investment Area

Expressions of Interest may be for development and demonstration of innovative technologies in the following strategic investment areas, including and not limited to:

i. **Industrial Point Source**: Technologies in this area involve reducing GHG emissions through more sustainable approaches at industrial production sites.
   a. Examples: replacement of combustion based thermal process with non-combustion primary energy conversion, energy efficiency technologies applied to LFE processes, technologies that increase yield and output per unit of energy input, technologies that reduce the consumption of process chemicals or other inputs or enable closed loop unit operations.

ii. **Value Chain**: Technologies in this area involve reducing GHG emissions through more sustainable approaches through industrial value chain.
   a. Examples: more efficient forms of transport for freight and materials, displacement of high GHG-intensity feedstocks, valorization of process by-products, capture and utilization of waste-heat, conversion of waste to energy, and others.

iii. **Carbon Capture and Utilization**: New and innovative uses of carbon dioxide.
   a. Examples: that enable cost effective capture and valorization of CO2 using energy efficient pathways such as sequestration in long lived products such as cement and other building materials or catalytic or biological shifting of CO2 to higher value products like liquid fuels, chemical building blocks for commodity materials etc.

A.4 Stage of Development

EOIs may be for development and demonstration projects to advance technologies currently at the stage of **Technology Readiness Level 4-7**, as defined below:
• **Prototype Development**: At this stage of development, the technological components have been integrated and the concept has been proven (TRL 4-5). Projects in this category include technology improvement, development of a prototype system, and prototype testing in a simulated operational environment.

• **Field Pilot**: At this stage of development, a small-scale prototype system is ready to be field tested in an operational environment (TRL 6). Projects in this category include field testing of prototype units and small-scale field pilots.

• **Commercial Scale Demonstration**: At this stage of development, a prototype system is ready to demonstrate commercial viability (TRL 7). Projects in this category include commercial scale demonstration of actual system prototypes in an operational environment.

A.5 **Eligibility**

This Call is directed at **Ontario Small and Medium-Sized Enterprises (SMEs)**. Ontario SMEs are defined as organizations incorporated and operating in Canada, having fewer than 500 employees and less than $50 million in annual gross revenue. The Ontario SME must have R&D and or manufacturing operations in Ontario. There are no restrictions on the number of EOIIs that can be submitted by any Applicant. Projects or portions thereof that have received OCE or SDTC funding are not eligible to receive further funding for the same development. However, Applicants may request support for a new phase of development that builds on and sufficiently advances a previously-funded project.

A.6 **Consortium Requirement**

This Call requires that Applicants form a consortium comprised of the Applicant organization and at least one contractual non-related partner that is providing at-cost contributions to the proposed project. Consortium Partners may include industrial large emitters, other SMEs, large enterprises and academic institutions. In-kind contributions by the Consortium are at the discretion of the partners but their expenses must be incurred at cost (i.e., no profit generated through their participation in the project). For example, the lead Applicant could be a Canadian technology developer and the Consortium Partner could be an industrial large emitter in Ontario validating the technology. Consortium partners can represent companies in the future value chain of the technology to be developed and demonstrated.

A.7 **Whole-of-Government Approach for Partner Endorsed Opportunities**

Through the whole-of-government approach of the broader TargetGHG program, OCE’s partners, SDTC, NSERC, and the CCEMC, may, subject to their confidentiality obligations to applicants, share with OCE their endorsement of projects that have a high-potential to reduce greenhouse gas emissions. On a case-by-case basis, OCE may consider projects from endorsing-partners for potential support.

Through partner endorsement, the review procedures of projects may be streamlined, such as for example:

- The by-passing of the OCE Expression of Interest stage
- The sharing of prior due diligence at the Expression of Interest and Full Proposal stages
• The streamlining of due diligence at the Full Proposal stage using defined program criteria

The sharing of information with OCE would be undertaken in strict compliance with the endorsing partners’ obligations in terms of use and disclosure of information. Applicants will be notified prior to sharing any protected information and will be asked to provide their explicit agreement for the information to be shared with OCE.

OCE may consider other endorsement partners in the future.

B. TERMS OF FUNDING

B.1 Total Funds Available

The total funding available for projects supported through this Call is up to $45 million Canadian Dollars ($CAD) from SDTC, OCE and Consortium Partners, subject to the discretion of the Funders and the availability of funds.

B.2 Cost Sharing

The following guidelines should be followed when determining the funding to be requested from the Funders. OCE’s contribution to the project shall not exceed $1M, and the total funding from the Funders will not exceed 67%.

In all circumstances, total government funding of eligible project costs will not exceed 75%. Government funding includes OCE, SDTC, other Canadian government funds (federal, provincial and municipal) and Canadian SR&ED credits generated from Project activities.

The Funders’ contribution will match a combination of cash and in-kind, eligible expenses from the Consortium Partners (Applicant and 3rd Party partners). Eligible Expenses, whether cash or in-kind, must be an actual, auditable, at-cost expense incurred in support of the Project by the Applicant and qualifying Consortium partners. For example, lost revenue associated with taking a particular manufacturing line for the purpose of the Project does not qualify as an actual expense.

In-kind contributions from Consortium partners (3rd party partner(s)) are defined as Eligible Expenses for which the Consortium partner has not been compensated or reimbursed. Consortium partners (3rd party partners) may also be reimbursed by the Applicant for their costs provided that no profit is generated, however, these expenses are considered cash costs to the Applicant, not an in-kind contribution. Discounted market rates from Consortium partners do not qualify as an at-cost expense unless the partner can demonstrate (to an auditable standard) that the cost reported is cost-recovery without profit margin.

**Note:** Applicants must justify the amount of funding requested from the Funders. The Funders may choose at their sole discretion to award project funding for less than the requested amount.

B.3 Project Term

The maximum project length for projects funded under this Call is three (3) years.
B.4 Project Initiation

Projects may commence at any time after the date on which the Applicant is notified that the project has been approved by the Funders. However, no disbursements will be made prior to execution of the Contribution Agreement with SDTC and OCE. Project costs incurred prior to receiving notification of the Funders’ decision will not be considered eligible as matching funds and will not be eligible for Funders’ contributions. Furthermore, Applicants are advised that project costs incurred prior to execution of the Contribution Agreement will not be reimbursed by the Funders in the event that an agreement is not executed.

B.5 Project Location

All projects supported through this funding process must be applicable and well suited for deployment in the province of Ontario. Projects must take place in Ontario and must demonstrate how the proposed project will result in GHG reductions, commercialization, and economic growth in Ontario and Canada.

B.6 Reporting

All projects are required to comply with progress, annual, metrics and post-completion reporting. This includes reporting against milestones and reporting on the use funds. Templates will be provided by the Funders.

C. SUBMISSION DETAILS

C.1 Submission Deadline

EOIs submissions in response to this Call will be accepted and reviewed on a rolling basis. To be considered for the first Investment Committee review meeting, EOIs must be submitted by November 16, 2016 2:00 PM Eastern Daylight Time (UTC-4h). Late submissions will not be accepted. Applicants are encouraged to complete their submissions well in advance of the deadline. Furthermore, the Funders will not accept partial or incomplete submissions.

Applicants may initiate an online EOI in the AccessOCE Application Portal (“Portal”) by working with an OCE Business Development Manager and an SDTC Funding Advisor. Once an EOI is initiated, applicants must complete all requisite information requested in the online Portal, and upload a completed EOI form to the module and other content. EOIs must be initiated in the AccessOCE 1 week prior to the deadline above. The submission must be finalized by completing all necessary steps in order for the EOI to be considered complete.

C.2 Expression of Interest and Funding Proposal Schedule

The following timelines are anticipated for the full funding process. Note that the Funders at their sole discretion reserve the right to alter or cancel the currently-anticipated process and deadlines.

<table>
<thead>
<tr>
<th>Action</th>
<th>By Whom</th>
<th>Timing</th>
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<tbody>
<tr>
<td>Online Expression of Interest Submission</td>
<td>Applicants</td>
<td>Accepted on a rolling basis</td>
</tr>
<tr>
<td>Deadline</td>
<td></td>
<td>First Round: November 16, 2016</td>
</tr>
<tr>
<td>Activity</td>
<td>Event Date</td>
<td>Timeframe</td>
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<td>----------------------------------------------</td>
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<tr>
<td>Expression of Interest Presentation to</td>
<td>Second Round: March 16, 2017</td>
<td>Applicant Rolling basis approx.</td>
</tr>
<tr>
<td>The Funders</td>
<td>Second Round: March 16, 2017</td>
<td>every 2 weeks</td>
</tr>
<tr>
<td>Expression of Interest Results Notification</td>
<td>The Funders</td>
<td>Rolling basis approx. every 2 weeks</td>
</tr>
<tr>
<td>Funding Proposal Submission</td>
<td>Applicants First Round:</td>
<td>First Round: Mid-January, 2017</td>
</tr>
<tr>
<td></td>
<td>Second Round: June, 2017</td>
<td></td>
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<tr>
<td>Funding Proposal Due Diligence Visits</td>
<td>The Funders</td>
<td>Rolling basis</td>
</tr>
<tr>
<td>Final Funding Proposal Submission</td>
<td>Applicants</td>
<td>Two weeks after Due Diligence visit</td>
</tr>
<tr>
<td>Funding Proposal to the Investment Committee</td>
<td>The Funders</td>
<td>To be scheduled</td>
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<td>First Round: April, 2017</td>
<td></td>
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<tr>
<td></td>
<td>Second Round: September,</td>
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<td></td>
<td>2017</td>
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<tr>
<td>Final Funding Decision Notification</td>
<td>The Funders</td>
<td>Exact date to be provided after</td>
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<td></td>
<td></td>
<td>Final Funding Proposal Submission</td>
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C.3 Submission Standards

EOIs must be submitted through AccessOCE, OCE’s online application system, where the EOI questions must be attached, and full submission requirements (including project contacts, summary for public release, classification, budget, milestones, and team members) are listed. The EOI questions are here for your reference only.

C.4 Expression of Interest Checklist

The following checklist is provided as a guideline for Applicants to assemble a high-quality EOI. This list is intended to complement the screening and evaluation criteria, and is provided only for the benefits of Applicants. For information about the evaluation process, please see Section D below.

Applicant:

- Small to Medium Sized Company (≤ 500 employees)
- Canadian Incorporated Company
- High capacity management team
- Experienced advisory team
- Capital raised to date

Project:

- Project demonstration in Ontario
- Development work in Ontario
- Market potential for Ontario
- GHG reduction benefits for Ontario, Canada, globally
- Market pull consortium partner(s)
- Technology advantage (disruptive/innovative)
- Technology Readiness Level 3-7 at start of demonstration
- Identified milestones in the demonstration
☐ Project funding request up to 66.7% of eligible expenses
☐ Term for the project of 1-3 years
☐ Project Budget defined
☐ Clear Intellectual Property ownership

D. EVALUATION

D.1 Evaluation Criteria

Expressions of Interest will be evaluated based on the following criteria:

<table>
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<tr>
<th>Criterion</th>
<th>Description</th>
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| **Technology and Innovation** | In this category, EOIs will be evaluated based on the strength of the technology involved, including:  
  • The scientific basis for the technology;  
  • How clearly the technology will lead to GHG reductions in Ontario, Canada and globally;  
  • The expected technology advancement over the course of the project;  
  • How innovative the technology or application of technology is. |
| **Consortium Strength** | In this category, EOIs will be evaluated based on the strength of the project consortium, including existing and potential relationships with technology adopters, customers, and other partners. **Please note:** Consortium Partners may include industrial large emitters, other SMEs, large enterprises and academic institutions. |
| **Management and Team Capacity** | In this category, EOIs will be evaluated based on how well suited and committed the project team is to carry out the proposed work, including the management and technical capacity of the Applicant. |
| **Budget and Co-Funding** | In this category, EOIs will be evaluated based on the budget and financing for the proposed project, including how well developed and realistic the budget is, and the Applicant’s ability to obtain financing for the project. |
| **Project Scope and Plan** | In this category, EOIs will be evaluated based on how well developed, achievable, and impactful the scope of work and work plan are. |
| **Market and Value Proposition** | In this category, EOIs will be evaluated based on the opportunity for commercialization and market adoption of the technology, including:  
  • Competitiveness with existing commercial technologies/processes;  
  • The market size and market value associated with the technology and its products; and  
  • The commercialization plan and expected pathway for commercial deployment and market adoption in Ontario and Canada, with deployment priority in Ontario. |
In this category, EOI s will be evaluated based on the potential to deliver significant and sustainable GHG reductions, including:

- The GHG reductions per unit of technology output/throughput;
- The immediate GHG emissions reductions upon project completion;
- The GHG reductions that would result from commercial-scale deployment of the proposed technology in Ontario; and
- The broader potential for GHG emissions reductions throughout Ontario, Canada, and the rest of the world from widespread adoption of the proposed technology.

**D.2 Screening Criteria**

In addition to the evaluation criteria described above, projects may be screened out based on one or more of the following factors:

- The proposed development does not have sufficient GHG reduction, enterprise development, or economic growth potential in Ontario or across Canada or globally;
- The proposed development carries the risk of detrimental side effects (e.g. environmental impacts);
- Failure to provide sufficient information for a proper evaluation;
- The EOI is not written in English or French, is not sufficiently comprehensible or easy to read;
- The EOI does not conform to the submission standards (see Section C.3);
- The proposed project is inconsistent with the intent of this Call;
- The project is not innovative or is assessed to be business as usual.

**D.3 Next Steps**

Applicants whose EOI s are rated highly, determined to be of sufficient quality, and are well aligned with the Funders’ mandates will be invited to submit a detailed Funding Proposal.

A FP invitation will be determined through the EOI intake process. This will include a review of an online EOI submission form by two internal business reviewers, and two internal technical reviewers represented within OCE and SDTC. Three of the four reviewers must approve the EOI to be invited the full application stage. Applicants, who are not invited to present their EOI, and who wish to receive feedback regarding their EOI can set up a short debrief phone call with the Funders. Information about arranging a debrief phone call will be provided in the notification letter.

If there is a minimum of 3/4 reviewers approving the online EOI for intake, the applicant will be invited to virtually present their EOI opportunity to the same team of reviewers through a detailed slide presentation. A presentation template will be provided in advance to the applicants. This will provide an opportunity for a discussion between the applicant and the Funders to clarify points through questions and answers. Applicants will be notified as to whether or not they are invited to submit a FP immediately following their presentation.
Further information regarding FP submission, including evaluation criteria and timelines, will be made available at the time the FP invitations are made.

D.4 Note on Greenhouse Gas Emissions Reductions and Commercialization

Applicants must demonstrate how the proposed project will lead to GHG emissions reductions, commercialization, and economic growth. All projects will ultimately be evaluated based on their potential to result in significant, sustainable emission reductions and economic growth in the province of Ontario and across Canada and globally through commercialization activities. Preference will be given to EOI s with broad deployment and growth potential, including global expansion opportunities.

In the event that a project is successful at the EOI stage, Applicants will be required to submit a detailed GHG emissions reduction calculation and a detailed commercialization plan as part of the FP submission. A list of documents and information required for this evaluation will be provided at the FP stage.

Funded projects will be required to report on emissions reductions and enterprise growth resulting from the project.

D.5 Note on Proposal Quality

This is a highly competitive process, and not all projects will be shortlisted. Success at the EOI stage depends on the quality of the EOI submitted. Only the highest quality EOI s will be invited to submit FPs. In this regard, “quality” means both the quality of the proposed project relative to the evaluation criteria and the quality of the written proposal (clarity, completeness, etc.).

E. INTELLECTUAL PROPERTY

Intellectual property will be addressed through a Contribution Agreement between the Funders and each successful Applicant, and will be specific to the circumstances of each project. However, a few general principles apply:

- Background IP (patents, copyright, software) and third-party technology remains with its original owner(s).
- The Funders retain rights to the project results, including without limitation the technical data, reports, analysis, and discussion.
- Project technology (based on patent disclosures) developed as a part of the co-funded activities will be owned by the successful Applicant. However, successful Applicants will be expected to use and/or make the technology available through reasonable commercial terms for the benefit of Ontario and Canada.

F. CONFIDENTIALITY

The Funders shall keep confidential all information disclosed to them in the EOI, except information which:

- Is part of the public domain;
• Becomes part of the public domain other than as a result of a breach of these provisions;
• Either party is required to disclose pursuant to applicable Laws or by a Governmental Authority;
• Can be demonstrated to have been known or available to the Funders or independently developed by the Funders;
• Was received in good faith from an independent Person who was lawfully in possession of such information free of any obligation of confidence;
• Is aggregated and used publicly for purposes related to statistical analysis and reporting in a manner that does not identify individual Applicants; or
• Is agreed upon by the Applicant to be acceptable for public release, including information provided in sections of the EOI indicated as non-confidential.

Notwithstanding the above, Applicants hereby acknowledge that the Access to Information Act (R.S.C., 1985, c. A-1) may apply to all information and records provided by the Applicant to the Funders and to any information records which are in the custody or under the control of the Funders.

G. LEGAL NOTICE

By submitting an EOI Expression of Interest ("EOI") you confirm that you have read, understand and accept the information contained in this Call for Expressions of Interest ("Call") and, that each of you, the applicant (the “Applicant”) and any project partners, agree as follows:

a) Ontario Centres of Excellence (“OCE”) and Sustainable Development Technology Canada (“SDTC”) (collectively the “Funders”) are relying on the information provided in this EOI guideline and in the EOI for all purposes relating hereto. The Applicant acknowledges that it has reviewed, and that it is in compliance with, all applicable terms and conditions as stated within the EOI guidelines.

b) The Funders may at any time withdraw, suspend, cancel, terminate, amend or alter all or any portion of this Call, including but not limited to the EOI requirements, the EOI selection and review process and the EOI eligibility criteria.

c) The Funders reserve the unqualified right to accept or reject any or all EOIs for any reason. The Funders are not required to accept the highest ranked EOI nor are they required to accept any EOI recommended for advancement to the Funding Proposal (“FP”) stage by the applicable evaluators.

d) The final decision with respect to the projects to be included in the EOI shortlist rests solely with SDTC and OCE. The evaluation of EOIs may be based on, but is not in any way limited to, the criteria set out in this Call. SDTC and OCE may consider any criteria determined to be relevant to the mandates of OCE and SDTC, regardless of whether such additional criteria have been disclosed to the Applicant.

e) EOIs that do not comply with the requirements described in this Call may be rejected in whole or in part or not considered by the Funders. The Funders reserve the unqualified right to accept or reject a non-compliant EOI.
f) This Call is an invitation only. It is not a funding offer and the submission of an EOI does not create a contract or agreement of any kind between the Funders and the Applicant.

g) No conduct, act or omission of the Funders, or their directors, officers, consultants, project advisors, agents, servants and their respective successors and assigns (collectively the “Funding Parties”) other than a written notice to the Applicant signed by an authorized person for the Funders, will constitute an acceptance of an EOI.

h) Acceptance of an EOI does not create a binding contract between the Funders and the Applicant. The Funders shall not be obligated in any manner whatsoever to any Applicant until a written contribution agreement (“Contribution Agreement”) between the Funders and the Applicant has been duly executed relating to an approved FP.

i) If the Project is accepted for funding, the Project partners will complete an environmental self-assessment to determine if any environmental assessments are required under federal, provincial, territorial or municipal legislation and if it is determined that such an environmental assessment is required, the Applicant shall be responsible for ensuring that such environmental assessments are completed.

j) As between the parties, the EOI and all information, documents and materials submitted to the Funders in connection with this Call (collectively, “Applicant Information”) are the exclusive property of the Funders immediately upon delivery to the Funders. For clarity, this refers to the materials themselves, not to any technology or innovations disclosed or discussed in them. Intellectual property developed during the course of the Project will be addressed through the Contribution Agreement and will normally be owned by the Applicant. For further clarity:

a. each Funder may share Applicant Information with the other Funder, with the Funding Parties, and with other agencies or third parties who are part of the assessment of the EOI; and

b. the individuals or organizations referred to in the EOI may be contacted directly by the Funders as part of the assessment of the EOI.

k) You, the Applicant and any Project partners will keep this EOI and FP confidential and will not use, reproduce or distribute it, any portion of it, or any data, information, drawings, or specifications included in or provided with it except as necessary to prepare an EOI and FP as requested by the Funders.

l) Neither the Funders nor any of the Funding Parties will have any liability whatsoever to you, the Applicant or any Project partners, or any of them, in connection with this Call or any EOI prepared in response to it.

m) You, the Applicant and any Project partners will not make a claim against the Funders or the Funding Parties for any reason whatsoever or howsoever relating to this Call. You are undertaking the expenditures required to prepare and submit an EOI entirely at your own risk, and you waive any right and release the Funders and the Funding Parties from any demands, liability, claim or recovery for costs, expenses, or damages incurred whatsoever or howsoever arising out of or relating to this Call or any EOI prepared in response to it, whether such right or claim arises in contract, negligence or otherwise.
n) If you, the Applicant generate revenue from the project or project assets during the project, such revenue must flow back into the Project to offset project costs; under no circumstances can the Applicant or other consortium members or related parties profit from the Project or the Project assets during the project period of funding.

o) The Funders take no responsibility for the accuracy of the information supplied during this Call by the Funders or the Funding Parties.

p) The Applicant hereby represents and warrants that:

  a. there are no actions, suits, investigations or other proceedings pending or, to the knowledge of the undersigned, threatened against the Applicant, the Project or the Project assets, including any intellectual property forming part of the Project and to the best of the undersigned’s knowledge there is no order, judgment or decree of any court or governmental agency which could materially and adversely affect the activities contemplated by the Contribution Agreement to be entered into between the Funders and the Applicant and the performance by the Applicant of its duties and obligations under such Contribution Agreement;

  b. all factual matters contained in the EOI and Applicant Information are true and accurate, and that all estimates, forecasts and other related matters involving judgment were prepared in good faith and to the best of the Applicant’s ability, skill and judgment;

  c. the EOI and Applicant Information does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the statements contained herein or therein, in light of the circumstances under which they were made, not misleading;

  d. to the best of the Applicant’s knowledge the Applicant:

     i. has in respect to the Project assessed trade and competition impacts, including compliance with international agreements; and

     ii. the Project complies with all applicable federal, provincial/territorial and municipal legislation; and

  e. neither the Applicant nor to the knowledge of the Applicant, any Project partner, has paid or agreed to pay either directly or indirectly, any contingency fees for the solicitation, negotiation, or obtaining of SDTC or OCE funding, to any person including a broker, consultant or advisor. "Contingency fee" means any payment or other compensation that is contingent upon or is calculated upon the basis of a degree of success in soliciting or obtaining SDTC or OCE funding. It is SDTC and OCE policy that any applications or proposals that involve the payment of a contingency fee will be rejected.

Neither the Funders nor any of the Funding Parties will have any liability whatsoever or howsoever to any one or more of you, the Applicant and any Project partners, or any of them, in connection with this Call or any EOI prepared in response to it.
H. CONTACTS

**Note**: Questions for the Funders about the EOI process that are not fully addressed in this document can be sent to ivette.vera-perez@oce-ontario.org. Through this contact address, Applicants will be directed to appropriate personnel within OCE and SDTC to address their questions.