



TIER ONE TALENT & INTEL RECRUITING, LLC

Professional Services Disclosure & Disclaimer

This document is incorporated by reference into all service agreements, proposals, contracts, and deliverables issued by Tier One Talent & Intel Recruiting, LLC.

Effective Date: February 1, 2026

1. COMPANY OVERVIEW

Tier One Talent & Intel Recruiting, LLC (“**Tier One Talent**,” “**we**,” “**our**,” or “**the Company**”) is a privately held limited liability company providing professional services across two core business lines:

- **Recruiting & Talent Acquisition:** Sourcing, screening, and placement services for federal government contractors and commercial organizations. This includes positions requiring active or eligible security clearances (TS/SCI, Top Secret, Secret) across the Intelligence Community (IC) and Department of Defense (DoD), as well as unclassified federal, civilian agency, and commercial roles.
- **Federal Consulting Services:** Advisory, compliance, and documentation services for companies operating within or entering the federal contracting ecosystem. This encompasses both classified (cleared) and unclassified federal work, including facility security, accounting system compliance, information security, acquisition support, and related regulatory requirements.

Our leadership brings over a decade of direct operational experience inside the Intelligence Community and Department of Defense, supported by professional certifications including Project Management Professional (PMP) and Facility Security Officer (FSO) certification through the Center for Development of Security Excellence (CDSE) under the Defense Counterintelligence and Security Agency (DCSA).

2. SCOPE OF SERVICES

Tier One Talent provides the following **consulting, advisory, and documentation preparation** services. All services are delivered in a consulting capacity and are customized to each client’s specific business operations, contract requirements, and regulatory environment.

2.1 Classified / Cleared Federal Compliance Consulting

For companies performing or pursuing work requiring facility clearances, personnel security clearances, or access to classified national security information:

- **Facility Clearance (FCL) Preparation:** Assistance preparing documentation and coordinating processes required for FCL sponsorship and submission through the National Industrial Security System (NISS), including Key Management Personnel (KMP) designation and Insider Threat Program development.
- **Security Program Documentation:** Development of Standard Practice Procedures (SPPs), security awareness training materials, visit request procedures, and other documentation required under 32 CFR Part 117 (NISPOM).
- **DD-254 Coordination:** Assistance coordinating Department of Defense Contract Security Classification Specifications (DD Form 254) with prime contractors and DCSA.
- **NIST SP 800-171 Compliance Documentation:** Development of System Security Plans (SSPs), Plans of Action & Milestones (POA&Ms), and supporting documentation to address Controlled Unclassified Information (CUI) protection requirements under DFARS 252.204-7012. Note: As of the date of this document, DoD requires compliance with NIST SP 800-171 Revision 2 per a May 2024 class deviation. This requirement is subject to future updates.
- **CMMC Readiness Preparation:** Advisory services to prepare clients for Cybersecurity Maturity Model Certification (CMMC) assessment under 32 CFR Part 170, including control implementation guidance and documentation.

2.2 Unclassified Federal Compliance & Contracting Support

For companies performing or pursuing unclassified federal contract work, including prime contracts, subcontracts, and task orders:

- **DCAA-Compliant Accounting System Documentation:** Preparation of accounting policies, timekeeping procedures, labor distribution, and indirect cost rate structures designed to satisfy Defense Contract Audit Agency (DCAA) adequacy requirements under FAR Part 31 and DFARS 252.242-7006.
- **FAR/DFARS Policy Development:** Preparation of internal policies addressing applicable Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Regulation Supplement (DFARS) requirements, including cost accounting, purchasing systems, and ethics and compliance programs.
- **SPRS Score Submission Guidance:** Advisory support for calculating and submitting Supplier Performance Risk System (SPRS) scores.
- **Gap Analysis & Compliance Assessment:** Evaluation of a client's current posture against applicable federal requirements to identify deficiencies, risk areas, and corrective action priorities.
- **Compliance Roadmap Development:** Strategic planning documents outlining sequencing, milestones, dependencies, and cost estimates for achieving and maintaining federal compliance.
- **Government Contract Readiness Advisory:** General guidance on preparing a company's infrastructure, policies, and internal controls to support federal contract performance, including cost-type, time-and-materials, and fixed-price contract environments.

2.3 Recruiting & Talent Acquisition

Tier One Talent provides recruiting services across both cleared and unclassified positions within the federal contractor ecosystem and adjacent commercial markets:

- Candidate sourcing, screening, and placement for positions requiring active or eligible security clearances (TS/SCI, TS, Secret)
- Recruiting for unclassified federal contractor positions, including program management, engineering, IT, logistics, administrative, and professional services roles
- Candidate sourcing for commercial and private-sector positions where client needs align with our talent networks
- Resume evaluation and candidate scoring against specific role requirements
- Coordination with hiring organizations on clearance verification, onboarding, and compliance requirements
- Job posting development and distribution across cleared and federal talent networks

3. LIMITATIONS OF SERVICES — WHAT WE DO NOT DO

It is critical that clients understand the boundaries of our engagement. Tier One Talent **does not** provide, represent, or hold itself out as providing any of the following:

3.1 We Are Not a Law Firm

Tier One Talent does not provide legal advice, legal opinions, legal representation, or attorney-client privileged communications. No employee, officer, or representative of Tier One Talent is a licensed attorney, and nothing in our services, deliverables, or communications should be construed as legal counsel. Clients are advised to consult a qualified attorney for all legal matters, including but not limited to contract interpretation, dispute resolution, regulatory enforcement actions, and litigation.

3.2 We Are Not a Certified Public Accounting Firm

Tier One Talent does not provide auditing, attestation, tax preparation, tax advisory, or certified public accounting services. No employee, officer, or representative of Tier One Talent is a licensed Certified Public Accountant (CPA). Our accounting-related services are limited to the *preparation of policy documentation and*

procedural frameworks designed to support DCAA compliance. Clients are advised to engage a qualified CPA or accounting professional for all financial, tax, and audit-related matters.

3.3 We Are Not a CMMC Assessment Organization

Tier One Talent is **not** a CMMC Third-Party Assessor Organization (C3PAO), nor do we employ Certified CMMC Assessors (CCAs). We do not conduct official CMMC assessments, issue CMMC certifications, or represent that our services will result in CMMC certification. Our CMMC-related services are strictly limited to *readiness preparation and advisory support* to help clients prepare for formal assessment by an accredited C3PAO.

3.4 We Do Not Represent Government Agencies

Tier One Talent is a private company and is not affiliated with, endorsed by, or acting on behalf of the Defense Counterintelligence and Security Agency (DCSA), Defense Contract Audit Agency (DCAA), the Cyber AB, the Small Business Administration (SBA), the General Services Administration (GSA), or any other federal department, agency, or instrumentality. Our services represent independent consulting advice and do not carry the authority or endorsement of any government entity.

3.5 We Do Not Guarantee Regulatory or Business Outcomes

No guarantee is made or implied that engagement with Tier One Talent will result in: approval of a Facility Clearance (FCL); a favorable DCAA audit determination; successful CMMC certification; approval of SPRS scores; issuance of a DD-254; award of any federal contract, subcontract, or task order; placement of any specific candidate; acceptance of any proposal or bid; or any other specific regulatory, contractual, or business outcome.

Regulatory and contractual decisions are made solely by the applicable government agency or contracting entity. Our role is to prepare clients to present compliant, well-documented, and defensible submissions. The outcome of any government review, audit, assessment, or award decision is beyond our control.

3.6 We Do Not Handle Classified Information

Tier One Talent does not store, process, transmit, or access classified national security information (CNSI) in the performance of our consulting services. All work product is developed and delivered at the unclassified level. Clients are solely responsible for the handling, safeguarding, and proper classification of any classified materials within their own facilities and systems.

3.7 We Are Not a Staffing Agency of Record

Unless explicitly stated in a separate written agreement, Tier One Talent operates as a recruiting and talent acquisition firm, not as a staffing agency, employer of record, or professional employer organization (PEO). Candidates placed through our services become employees of the hiring organization, not of Tier One Talent. We do not provide payroll, benefits administration, workers' compensation, or employment tax services for placed candidates.

4. CLIENT RESPONSIBILITIES

The client acknowledges and agrees that:

- All information provided to Tier One Talent by the client is accurate, complete, and current to the best of the client's knowledge.
- The client is solely responsible for the implementation, maintenance, and ongoing compliance of all policies, procedures, and documentation prepared by Tier One Talent. Delivery of a document does not constitute implementation.
- The client will engage qualified legal counsel, certified public accountants, and/or other licensed professionals as necessary to address matters outside the scope of Tier One Talent's consulting services.
- The client retains full decision-making authority over all business, regulatory, and operational matters. Tier One Talent provides recommendations; the client makes the decisions.

- The client is responsible for maintaining the currency and accuracy of all compliance documentation following delivery, including updates required by changes in applicable regulations, business operations, or personnel.
- For recruiting engagements, the client is responsible for verifying candidate eligibility, conducting required background checks, and confirming clearance status through appropriate government systems prior to granting access to classified or sensitive information.

5. CONFIDENTIALITY & INFORMATION HANDLING

Tier One Talent treats all client information received during the course of an engagement as confidential. We will not disclose client business information, documentation, or operational details to any third party without the client's prior written consent, except as required by law.

Clients should not provide Tier One Talent with classified information, Controlled Unclassified Information (CUI) that the client is not authorized to share, personally identifiable information (PII) beyond what is necessary for the engagement, or any information subject to a Non-Disclosure Agreement (NDA) with a third party unless authorized. For recruiting engagements, candidate information is handled in accordance with applicable privacy standards and is shared only with the hiring organization identified in the engagement.

6. INTELLECTUAL PROPERTY & WORK PRODUCT

Unless otherwise specified in a separate written agreement, all deliverables produced by Tier One Talent and paid for in full by the client become the property of the client upon final payment. Tier One Talent retains the right to use general methodologies, frameworks, templates, and professional know-how developed independently or prior to the engagement for future client work, provided that no client-specific confidential information is disclosed.

7. LIMITATION OF LIABILITY

To the maximum extent permitted by applicable law, Tier One Talent's total liability arising from or related to any engagement shall not exceed the total fees paid by the client for the specific service package or engagement giving rise to the claim.

In no event shall Tier One Talent be liable for any indirect, incidental, consequential, special, or punitive damages, including but not limited to lost profits, lost contracts, regulatory penalties, business interruption, or reputational harm, regardless of the theory of liability.

Tier One Talent's services are based on our professional interpretation of applicable regulations and industry best practices at the time of delivery. Federal regulations, agency guidance, and government interpretations are subject to change without notice. Tier One Talent is not liable for changes in regulations, agency interpretations, or government decisions occurring after delivery of services.

8. INDEMNIFICATION

The client agrees to indemnify, defend, and hold harmless Tier One Talent, its officers, employees, and agents from and against any claims, damages, losses, or expenses (including reasonable attorneys' fees) arising from or related to: (a) the client's implementation or use of deliverables; (b) inaccurate, incomplete, or misleading information provided by the client; (c) the client's failure to engage qualified legal, accounting, or other licensed professionals where recommended; (d) the client's failure to maintain, update, or properly implement compliance documentation following delivery; or (e) the client's hiring decisions made in connection with candidates presented by Tier One Talent.

9. REGULATORY REFERENCES

Our services reference and are informed by the following federal regulations, standards, and frameworks, as applicable to each engagement. This list is provided for informational purposes and does not represent an exhaustive catalog of all applicable requirements:

- **32 CFR Part 117:** National Industrial Security Program Operating Manual (NISPOM)

- **32 CFR Part 170:** Cybersecurity Maturity Model Certification (CMMC) Program
- **48 CFR (FAR):** Federal Acquisition Regulation
- **48 CFR (DFARS):** Defense Federal Acquisition Regulation Supplement
- **FAR Part 31:** Contract Cost Principles and Procedures
- **DFARS 252.242-7006:** Accounting System Administration
- **DFARS 252.204-7012:** Safeguarding Covered Defense Information and Cyber Incident Reporting
- **DFARS 252.204-7019/7020:** NIST SP 800-171 DoD Assessment Requirements
- **NIST SP 800-171:** Protecting Controlled Unclassified Information in Nonfederal Systems (currently Rev. 2 per DoD class deviation; subject to update)

Federal regulations are subject to amendment, revision, and reinterpretation. Clients are advised to verify the current status of any referenced regulation. The specific regulations applicable to each client will depend on the nature of their contracts, the agencies they support, and the type of information they handle.

10. GOVERNING LAW

This disclosure, and any engagement governed by it, shall be interpreted and enforced in accordance with the laws of the State of North Carolina, without regard to conflict of law principles. Any dispute arising from or related to services provided by Tier One Talent shall be resolved in the state or federal courts located in the State of North Carolina.

11. AMENDMENTS & UPDATES

Tier One Talent reserves the right to update this disclosure at any time to reflect changes in our services, applicable regulations, or legal requirements. The most current version will be provided with all new engagements, is available upon request, and is published at [tier1-talent.com](https://www.tier1-talent.com). Material changes will be communicated to active clients in writing.

12. ACKNOWLEDGMENT

By engaging Tier One Talent & Intel Recruiting, LLC for any service, the client acknowledges that they have received, read, and understood this Professional Services Disclosure & Disclaimer, and agrees to be bound by its terms.

CLIENT SIGNATURE

Signature

Printed Name & Title

Company Name

Date

ON BEHALF OF TIER ONE TALENT & INTEL RECRUITING, LLC:

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