

## ALERTS

## Forgiveness is Divine: Insight for PPP Borrowers to Maximize Loan Forgiveness

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As businesses that have received funds (“Borrowers”) under the CARES Act’s Paycheck Protection Program (“PPP”) execute their COVID-19 survival strategies, it is important that these survival strategies are designed to take advantage of PPP program’s defining feature for Borrowers: loan forgiveness. The PPP provides that loans made under the PPP (“PPP Loans”) may be forgiven if the Borrower meets certain criteria for the use of the PPP Loan proceeds and maintenance of employee headcount and compensation levels. The forgiveness regime is governed by Section 1106 of the CARES Act, Interim Final Rules that have been issued by the Small Business Administration (“SBA”) thereunder (including the one Interim Final Rule, issued on April 2, 2020 (“IFR #1”) and another Interim Final Rule, issued on May 22, 2020 (“IFR #14) that each specifically deal with PPP Loan forgiveness), the forgiveness application posted to the Treasury Department website on May 16, 2020 (the “Forgiveness Application”) and the Paycheck Protection Program Flexibility Act (the “PPPPFA”). The PPPFA, which was signed into law on June 5, 2020, included a number of Borrower favorable provisions and amendments to Section 1106 of the CARES Act expanding the scope of forgiveness. This article will summarize for entity Borrowers (i.e., not sole proprietors or independent contractors) the permitted forgivable uses of PPP Funds, the process of applying for PPP Loan forgiveness as articulated to date and best practices for maximizing PPP Loan forgiveness. It is important to reiterate that further SBA or Treasury Department guidance regarding forgiveness may continue to be issued and, once issued, may require different conclusions and analyses than those presented herein. As such, this article will be updated as more information is disseminated and digested.

### Forgivable Uses of PPP Funds

For Borrowers, understanding how the proceeds of PPP Loans (“PPP Funds”) can be used to maximize the forgivable amount of such loans (the “Forgivable Amount”) is paramount; however, as discussed in the next section, proper use without proper evidence and documentation can subject Borrowers to unintended outcomes when they apply for forgiveness. As Borrowers know, operational metrics such as payroll costs and employee headcount have been an important part of the PPP Loan eligibility and borrowing limit analysis. Permitted uses of PPP Funds include a different list of business expenses than are used to determine eligibility and borrowing limits, while the *forgivable* permitted uses are limited to a separate, third subset of business expenses. As such, Borrowers should keep in mind that certain categories of expenses are *not forgivable* despite being either permitted uses of PPP Funds or used to determine PPP eligibility or borrowing limits.

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This section focuses on forgivable uses only. If a Borrower needs to use its PPP Funds for a purpose that is not forgivable, all is not lost – PPP Funds used for permitted uses that are not forgivable must be repaid, but repayment terms, as extended by the PPPFA, contemplate deferred interest and fees until the amount of forgiveness is determined for the PPP Loan (which can be applied for up to ten months after the end of the Covered Period (as defined and discussed below)) and a five-year maturity at one percent annual interest.

Generally. The four categories of “Forgivable Expenses” are payroll costs, interest on certain mortgage obligations, certain rent payments and certain utility payments, each of which is discussed further below. Importantly, to be forgivable, the Forgivable Expenses must, depending on the category of Forgivable Expenses, consist of either costs incurred and paid, or simply costs incurred, during the “Covered Period”. Initially, prior to the PPPFA, the “Covered Period” was the eight-week period beginning on the date that the PPP Loan was originated (the “Loan Disbursement Date”); however, the PPPFA amended the CARES Act and extended the Covered Period from the Loan Disbursement Date to the earlier of (i) twenty-four weeks following the Loan Disbursement Date and (ii) December 31, 2020. If a Borrower received a PPP Loan prior to June 5, 2020, it can elect to either have its Covered Period be the initial eight-week period set forth in the pre-PPPFA CARES Act or the longer Covered Period set forth in the PPPFA. The SBA has indicated that it will release an updated Forgiveness Application, which we believe will address these changes and providing for such electable Covered Periods.

For payroll costs specifically, the Forgiveness Application created an “Alternative Payroll Covered Period”, which is the eight-week period (or, twenty-four week period, if elected through the PPPFA) that begins on the first day of the first pay period following the Loan Disbursement Date (the “Alternative Payroll Covered Period”). Forgivable payroll costs incurred during the Alternative Payroll Covered Period will be forgivable, but even if the Borrower elects to use the Alternative Payroll Covered Period for payroll costs, the Covered Period still applies to the three categories of non-payroll costs.

Payroll Costs. By far the most complicated of the four types of Forgivable Expenses, payroll costs consist of the following types of employee compensation payable to U.S.-based employees: salary, wages, commission and tips; vacation, parental, family, medical or sick leave; severance-type payments; payments required for provision of group health insurance, including insurance premiums; retirement benefits (including employer contributions to defined-benefit or defined-contribution plans); and payment of state and local taxes on employee compensation.

The calculation of payroll costs is then reduced by the amount of compensation of an employee exceeding a prorated annual salary (excluding non-cash benefits) of \$100,000, railroad wages and federal income tax, and certain wages that are eligible for tax credits under the Families First Coronavirus Response Act.

Many questions have arisen with respect to payroll-related taxes and withholdings and how they are treated in the “payroll costs” regime. With respect specifically to the employee’s and the employer’s share of FICA and income taxes, the SBA has clarified that a PPP Borrower’s payroll costs are calculated on a gross basis, without *subtracting* federal taxes that are imposed on the employee and withheld from employee wages and without *adding* the PPP Borrower’s share of FICA. This means if an employee earns gross wages of \$3,000 per month (from which employee side FICA and income taxes were then withheld), the full \$3,000 would count as payroll costs (subject to other limitations) and the employer’s portion of the FICA tax (which is equal

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to 7.65% of the employee's wage) would not be included as a payroll cost. While the initial CARES Act excluded Borrowers with forgiven amounts from payroll tax deferral, the PPPFA amended the CARES Act to provide that Borrowers with amounts forgiven are eligible for payroll tax deferral (50% until the end of 2021, with the remaining 50% until the end of 2022).

The Forgiveness Application clarified that while payroll costs have to be *incurred* during the Covered Period or Alternative Payroll Covered Period, depending on the Borrower's election, payroll costs do not have to fully be paid during the Covered Period or Alternative Payroll Covered Period, as applicable, to be forgivable. Payroll costs incurred but not paid during the last pay period within the Covered Period or Alternative Payroll Covered Period, as applicable, are still eligible for forgiveness if paid on or before the next regularly scheduled payroll date.

IFR 14 confirmed that bonuses and hazard pay would qualify as Forgivable Expenses to the extent that they are not otherwise unforgivable (e.g., for constituting annual compensation in excess of \$100,000, for being paid outside of the Covered Period or Alternative Covered Period, as applicable). Though questions remain regarding the forgivability of certain other types of payroll- or compensation-type expenses, to ensure maximum forgivability and to the extent they are able, Borrowers should use PPP Funds to pay only expenses that are clearly defined as payroll costs.

Interest on Certain Mortgage Obligations. The remaining categories of Forgivable Expenses are more straightforward. Payments of interest incurred and paid with respect to a mortgage that is a liability of the Borrower and secured by real or personal property, which mortgage was incurred in the ordinary course of business prior to February 15, 2020, are Forgivable Expenses. The "ordinary course of business" qualifier has not been explained and it is unclear what types of mortgages this would exclude, but payments with respect to principal and any prepayments have been specifically identified as unforgivable.

Certain Rent Payments. Payments of rent under a lease for real or personal property that was entered into before February 15, 2020 are Forgivable Expenses. If the Borrower was not occupying or in possession of a piece of applicable leased property prior to February 15, 2020 but the lease for such premises was in effect before February 15, 2020, rent payments thereunder are still Forgivable Expenses. Notably, the Forgiveness Application did not limit Forgivable Expenses to payments of rent incurred within the Covered Period. It did note that an eligible non-payroll cost must be paid during the Covered Period or incurred during the Covered Period and paid on or before the next regularly billing date (even if that billing date falls after the Covered Period).

There is no specific guidance regarding prepayment of rent under a lease entered into prior to February 15, 2020. Although prepayment is specifically addressed in the mortgage context, the absence of reference to prepayment in the rent context may tempt some Borrowers to use PPP Funds to prepay rent. If rent prepayment is an option for a Borrower after considering the restrictions limiting non-payroll cost forgiveness to 25% of the loan (detailed below), such Borrower should not rely on those prepayment amounts being forgiven absent further confirmatory guidance.

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Certain Utility Payments. Payments for a service for the distribution of electricity, gas, water, transportation, telephone or internet access service, which service began prior to February 15, 2020, are Forgivable Expenses. The only unclear component of this category is what constitutes a “distribution of transportation” service payment, which would benefit from further SBA or Treasury Department guidance. The same timing requirement that the expenses be incurred or paid during the Covered Period, or incurred during the Covered Period and paid on the next regular billing date after the Covered Period applies to this category of payments.

### Reduction of Forgivable Amount.

Even if the entire amount of the PPP Funds are used on Forgivable Expenses, Borrowers can still be left with unforgiven amounts based on three types of forgiveness reductions (“Forgiveness Reductions”): the non-payroll cost use reduction, the reduction in number of employees reduction, and salary and wage reductions. Each are discussed below. Different rules, which are not discussed here, may apply for qualifying seasonal employers, employers of tipped workers. Further, an Interim Final Rule published on April 30, 2020 (“IFR #6”) limits the maximum Forgiveness Amount to \$20,000,000 for a single “corporate group” of businesses that is majority owned, directly or indirectly, by a common parent. Borrowers that are a part of a “corporate group” should discuss the implications of IFR #6 with their ultimate parent entities and their respective legal advisors.

Non-Payroll Cost Use Reduction. In order to ensure that PPP Funds flow to employees, IFR #1 required that 75% of the loan forgiveness amount be attributed to payroll costs. The PPPFA eased this requirement by requiring that only 60% of the loan forgiveness amount be attributed to payroll costs. Still, PPP Funds should be used primarily for payroll costs and proper accounting and projecting of expenses should be undertaken during the Covered Period so that Borrowers do not face unintended consequences when they apply for forgiveness. If non-payroll costs comprise more than 40% of the use of PPP Funds, the total Forgivable Amount will be reduced accordingly. For example, if a Borrower has a PPP Loan of \$1,000,000 and spends \$450,000 on payroll costs and \$650,000 on qualified rent and utilities expenses during the Covered Period, the Forgivable Amount will be reduced from \$1,000,000 to \$750,000, with \$450,000 (60% of the Forgivable Amount) being allocated to payroll costs and \$300,000 (40% of the Forgivable Amount) being allocated to non-payroll costs.

Reduction in Number of Full-Time Equivalent Employees Reduction (“FTE Reduction”). In order to ensure that Borrowers use their funds to retain their current workforce, the Forgivable Amount will be reduced by a percentage based on employee headcount reductions that occur during the Covered Period or Alternative Payroll Covered Period, depending on which was elected by the Borrower for purposes of calculating forgivable payroll costs. This percentage is calculated by taking the Borrower’s average number of full time equivalent employees (“FTEs”) per week during the Covered Period or Alternative Payroll Covered Period, as applicable, and dividing it by, at the Borrower’s option, either (i) its average number of FTEs per week from February 15, 2019 – June 30, 2019 or (ii) its average number of FTEs per week from January 1, 2020 through February 29, 2020.

The Borrower’s number of FTEs are calculated by evaluating each employee, including each part-time employee, by dividing the average number of hours paid to such employee per week by forty (40) and rounding to the nearest tenth, with the maximum for each employee being 1 (the “Standard FTE

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Calculation"). Note that this may mean that some part-time employees are equal to percentage of an FTE (e.g., 0.3 of an FTE). All FTEs are then added together. The Forgiveness Application contains an alternative method for calculating FTEs, to be used at the Borrower's election, which just assigns 1 FTE to each employee that works at least 40 hours per week, and assigns 0.5 of an FTE to any employee that works less than 40 hours (the "Alternative FTE Calculation"). Borrowers should discuss which of these calculations may be more beneficial to them with their advisors.

For an example of how the FTE Reduction would work, consider a Borrower that has an otherwise forgivable PPP Loan of \$1,000,000 and had an average of 200 FTEs for the period from January 1, 2020 through February 29, 2020. If the Borrower decides to lay off 75 FTEs such that it has an average of 125 FTEs during the Covered Period, the Forgivable Amount will be reduced from \$1,000,000 to \$625,000 (which is 125/200, or 62.5%, of the otherwise forgivable \$1,000,000 loan).

Exceptions from FTE Reduction. The Forgiveness Application specifically excepts the following from the FTE Reduction calculation: (i) any positions for which the Borrower made a good-faith, written offer to rehire an employee during the Covered Period or Alternative Payroll Covered Period, as applicable, which was rejected by the employee (the "Attempted Re-Hire Exception") and (ii) any employees who during the Covered Period or the Alternative Payroll Covered Period, as applicable, (a) were fired for cause, (b) voluntarily resigned or (c) voluntarily requested and received a reduction of their hours. A practical concern with respect to the Attempted Re-Hire Exception is obtaining a documented rejection from an employee of the re-hire offer – issued guidance specifically states that employees who reject offers of re-employment may forfeit unemployment compensation eligibility, so employees may choose to simply not respond to such offers.

### Safe Harbors from FTE Reduction

Borrowers can remedy potential Forgiveness Reductions due to the FTE Reduction in certain limited circumstances.

- Restore Prior Levels of FTEs: If a Borrower reduced its number of FTEs at any time from February 15, 2020 to April 26, 2020, such Borrower can restore its FTE levels by December 30, 2020 to the levels in the pay period that included February 15, 2020. If the Borrower takes this action, the FTE Reduction will not be applied. No guidance has been issued to date with respect to the duration of time after December 31, 2020, if any, such FTE restoration is required to last.
- Documented Inability to Rehire FTEs: If a Borrower reduced its number of FTEs during the Covered Period and can document that (i) it was unable to rehire individuals who were employees of the Borrower on February 15, 2020, and (ii) it was unable to hire "similarly qualified employees" for unfilled positions on or before December 31, 2020, the FTE Reduction for such employee positions will not be applied.
- Documented Inability to Return to Prior Level of Activity: If a Borrower reduced its number of FTEs during the Covered Period and can document that it is unable to return to the "same level of business activity as such business was operating at" before February 14, 2020 due to compliance with certain requirements or guidance issued by specific federal agencies related to standards for sanitization, social distancing or worker or customer safety requirement related to COVID-19, the FTE Reduction will not be applied. In short, this safe harbor allows for a Borrower that is in an industry affected by COVID-19 federal guidelines (e., a restaurant that can only operate at 50% capacity due to distancing guidelines issued by the CDC) to

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staff itself appropriately to meet its changed business and receive an exemption from the FTE Reduction. Importantly, this safe harbor does not incorporate state issued guidance and requirements and, since the stay at home and distancing orders have been at a state level, we expect further clarification on whether a change in business in order to comply with a state-level requirement would qualify a business for this particular safe harbor.

Salary and Wage Reduction (“SWC Reduction”). In order to ensure that Borrowers use their funds to maintain their employee compensation at comparable levels, the Forgivable Amount will be reduced by the amount of any reduction in annual salary or hourly wage of certain classes of employees *that exceeds 25%* of the annual salary or hourly wage of such employee(s) during the period of January 1, 2020 to March 31, 2020. The employees that are subject to measurement for the SWC Reduction are those who did not receive, *during any single pay period during 2019*, wages or salary at an annualized rate of \$100,000+.

Note that in the case of hourly employees, the question is whether the hourly wage for each hourly employee has decreased by more than 25%, not whether the total wages of such employee have decreased. This is significant for Borrowers with a workforce of part-time employees, who, due to COVID-19 shutdowns, are not working their typical amount of hours. Even though this would not subject a Borrower to an SWC Reduction, it may impact calculations with respect to the FTE Reduction.

Generally speaking, a Borrower that institutes a 25% or less reduction in compensation for all of its employees but keeps them employed during the Covered Period should not have its Forgivable Amount reduced. To the extent a reduction exceeds 25%, the reduction to the Forgivable Amount would be calculated on a dollar-for-dollar, employee-by-employee basis.

### Safe Harbor from SWC Reduction

If a Borrower reduced its employee annual salaries or hourly wages below the 25% floor at any time from February 15, 2020 to April 26, 2020, it can eliminate such salary reduction by December 31, 2020 and the SWC Reduction will not apply. The Forgiveness Application has a helpful worksheet to determine if this safe harbor can be utilized by a Borrower.

### Forgiveness Application Process

To begin the forgiveness process, Borrowers are required to apply directly to their lender (not the government) for the forgiveness of their loan on the Forgiveness Application. All recipients of PPP Loans in excess of \$2 million will be audited by the SBA prior to forgiveness and all recipients, regardless of the amount of their PPP Loans, could face such audits through SBA spot-checks. Based on the calculations required in the Forgiveness Application, a Borrower cannot apply for forgiveness until after the Covered Period, but must apply prior to the date that is ten months following the end of the Covered Period (the “Forgiveness Outside Date”); however, in light of the extension of the Covered Period by the PPPFA, we anticipate that the forthcoming updated Forgiveness Application may provide additional detail on whether a Forgiveness Application may be submitted prior to the end of the Covered Period. If a Borrower has not applied for forgiveness by the Forgiveness Outside Date, it must begin paying the PPP Loan back.

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FTE and Expense Documentation. The Forgiveness Application bifurcates documentation requirements into two categories: (i) documents that each Borrower must submit with its Forgiveness Application and (ii) documents that each Borrower is required to maintain but is not required to submit with its Forgiveness Application. All documentation must be retained in the Borrower's files for six (6) years after the date the PPP Loan is forgiven or repaid in full and the Borrower is required to permit authorized representatives of SBA to access such files upon request.

*Documentation to Submit.* With respect to payroll costs, Borrowers are required to submit (i) bank account statements or third-party payroll service provider reports documenting the amount of cash compensation paid to employees, (ii) tax forms, including payroll tax filings (typically, Form 941), and state quarterly business and individual employee wage reporting and unemployment insurance tax filings reported, or that will be reported to the relevant state, and (iii) payment receipts, cancelled checks or account statements documenting the amount of any employer contributions to employee health insurance and retirement plans.

With respect to the calculation of FTEs, Borrowers must submit documentation showing the average number of FTE employees on payroll per month during the elected comparison period.

With respect to non-payroll costs, Borrowers must submit documentation verifying the existence of the obligations/services prior to February 15, 2020, and eligible payments during the Covered Period. Generally, this includes copies of leases, mortgages, lenders' or lessors' account statements or schedules and invoices showing the obligation, and then receipts, cancelled checks or account statements showing the actual payment of such amounts, including the dates of such payments.

*Documentation to Maintain.* Generally, Borrowers should maintain the Schedule A Worksheet used for the Forgiveness Application, as well as documentation supporting the inputs into such worksheet. Borrowers are also required to maintain "all records relating to the Borrower's PPP Loan", which includes documentation supporting the "Necessary Certification" (see prior MVA commentary on the "Necessary Certification"), documentation necessary to support the Borrower's Forgiveness Application and documentation demonstrating the Borrower's compliance with PPP requirements.

Certification. Borrowers requesting forgiveness must also include certifications as to the accuracy of the requested Forgiveness Application, acknowledgements as to the consequences for false statements, confirmation that the required documentation was submitted to the lender, the accuracy of tax documents submitted and acknowledgements that the SBA may request additional information. Importantly, these certifications do not require a Borrower to re-make the "Necessary Certification" at the time of the submission of the Forgiveness Application.

### Best Practices to Maximize Forgiveness

Although more guidance may be forthcoming regarding forgiveness, Borrowers can take steps today to maximize their Forgivable Amounts and maintain flexibility when new regulations, guidance or commentary are disseminated. We believe the below-described "best practices" should be followed by all Borrowers; however, we realize that different Borrowers may have different funding needs, strategic goals and tolerance for the risk of lower Forgivable Amounts. Individual Borrower planning and strategy should be discussed with legal counsel well-versed in the PPP's specific forgiveness requirements.

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Amend Loan Documents. PPP Loans are evidenced by promissory notes issued by lenders. Although the SBA provides a form of promissory note for lenders to use, its FAQ guidance confirmed that lenders may use their own form of promissory note. As discussed above, the PPPFA provided for a number of Borrower-beneficial changes to the initial PPP Loan framework. We highly recommend that Borrowers reach out to their lenders to amend their loan documents to reflect these changes so they receive the benefit of them from a contractual perspective as the PPPFA does not, automatically, incorporate these changes into any loan documents with lenders.

Comply with Loan Documents. Though the promissory note with the lender should be in simple form, there may be certain restrictions or notice requirements in the promissory note that may require notice of certain events or, in some cases, repayment in full of the loan to the lender based on actions taken by the Borrower (e.g., consummation of a change of control transaction). Similarly, Borrowers that have credit from other sources should be sure to discuss their PPP Loan with their current lenders. Although not directly related to forgiveness, Borrowers should avoid or proactively remedy any conflict between their PPP Loans and their incumbent credit facilities. Despite many Borrowers viewing their PPP Loans as grants, PPP Loans are debt instruments until they are forgiven and may cause Borrowers to run afoul of their incumbent credit facilities, creating a cascade of issues that should be the least of Borrowers' concerns during this crisis.

Forgiveness Application. The Forgiveness Application itself is a helpful tool that contains worksheets for calculating Forgivable Amounts and Forgiveness Reductions based on specific inputs from Borrowers. Once Borrowers have generated plans for the uses of their PPP Funds and their adjustments, if any, to employee headcount or compensation, they should run these projections through the worksheets in the Forgiveness Application to avoid any unintended consequences.

Separate Accounts. Borrowers should segregate PPP Funds into bank accounts separate from their normal operating accounts. Although cash is fungible from a balance sheet perspective, the CARES Act's emphasis on the specific use of PPP Funds for Forgivable Expenses makes separate accounts advisable. Holding PPP Funds in separate accounts also makes collecting the documentation required for the Forgiveness Application more straightforward for both the Borrower and the eventual reviewer.

Keep Great Records. Although keeping great records seems intuitive in light of the Forgiveness Application requirements, what constitutes "great" records deserves careful attention. Because of the specific requirements around whether a cost must be incurred and/or payments made during the Covered Period, the dates of payments and the incurrence of the associated obligation to pay will be necessary to document. As such, simple cleared checks may not suffice without the dated versions of the payroll statements, timecards or invoices to which such checks relate – Borrowers should keep these records and organize them in a way that facilitates easy matching.

Manage Your Headcount. If any FTE headcount or compensation changes are contemplated during the Covered Period, Borrowers should prepare a comparison analysis among its headcount and compensation levels (i) *pro forma* giving effect to such contemplated changes and (ii) during the periods contemplated by the SWC Reduction and FTE Reduction. Once such analysis is prepared, Borrowers can calculate the Forgiveness Reduction, if any, and make a business decision as to whether to proceed with such changes with full knowledge of the impact on the Forgivable Amount. If a Borrower terminates an employee "for cause," an

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employee voluntarily terminates employment or requests reduced hours, or the Borrower is unable to re-hire an employee or employees with substantially similar qualifications, the Borrower should document such changes in detail to make sure it is able to avail itself of exceptions and safe harbors to the FTE Reduction.

When in Doubt, be Conservative. Different Borrowers will have different levels of tolerance for the risk that a portion of their PPP Loans will be unforgivable. Indeed, some Borrowers may have already made plans for their loans that contemplate certain amounts being unforgivable, as even the unforgivable portion of PPP Loans provide Borrower-friendly terms for needed capital.

This article discusses a number of aspects of the PPP forgiveness regime that would benefit from further guidance from the SBA or Treasury Department. As such, Borrowers that are basing their projections on 100% forgiveness should prioritize the use of PPP Funds on their expenses that are most clearly Forgivable Expenses and, to the extent their projections leave them with additional PPP Funds, allocate those funds to expenses that are less clearly Forgivable Expenses, remembering to avoid actions that could cause Forgiveness Reductions that function independently of using funds for Forgivable Expenses. This strategy will best position Borrowers to be nimble in responding to future guidance and allocate their PPP Funds in the most efficient, forgivable way possible.

### Monitor New Guidance

The Treasury Department updates its CARES Act guidance website frequently. Although news media outlets do a good job of covering the PPP from a high level, the nuance needed for Borrowers to make good strategic decisions with respect to their PPP Funds will require a close read of future guidance. Borrowers should also maintain consistent communication with financial, accounting and legal advisors to distill the impact of the future guidance on the any actions or plans that Borrowers are executing.

### For Further Counsel

Moore & Van Allen's attorneys remain actively engaged in counseling businesses and individuals through the COVID-19 crisis, including through tracking updated guidance like FAQ 31 and providing timely analysis and strategic advice. The Moore & Van Allen COVID-19 Resource Center, containing all Moore & Van Allen guidance and commentary related to the COVID-19 crisis, can be accessed by visiting [covid19resourcecenter](https://www.mvalaw.com/covid19resourcecenter).

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