

Mandatory Attachment for MAS Joint Ventures December 2023

Instructions: ***ALL** Joint Ventures (regardless of size representation) must complete “Section 1: All Joint Ventures” and “Appendix A: Ownership or Control of Joint Venture” of this attachment and submit via GSA’s eOffer/eMod. In addition to Section 1 and Appendix A of this attachment, all joint ventures who have represented themselves as **small or a socioeconomic category** must complete “Section 2: All Small Business Joint Ventures”.*

All joint ventures representing themselves as a socioeconomic category and all joint ventures between an SBA approved mentor-protégé (hereinafter referred to as a “mentor-protégé joint venture”) representing themselves as small, or as a socioeconomic category must also complete “Appendix B: Statement of Assurance.”

NOTE: Joint Venture offerors with more than two years of corporate experience, must submit two years of financial statements/financial documentation and the corporate experience narrative of the joint venture entity itself in accordance with the requirements for all offerors outside of the Startup Springboard. (Financial documentation of the joint venture partners can be submitted in addition to the financials of the joint venture entity to assist in showing financial responsibility.)

Section 1: All Joint Ventures

1. Joint Venture acknowledges that it is registered in the System for Award Management (SAM) as a separate legal entity with its own unique entity ID (UEI).
2. Joint Venture acknowledges that FAR 52.212-3(p), *Ownership or Control of Offeror*, under Appendix A of this attachment has been completed for **each** joint venture partner who is an immediate and/or higher-level owner.
3. Joint Venture acknowledges that the same joint venture partners have **not** submitted a Federal Supply Schedule (FSS) program joint venture offer or **do not** currently hold an FSS program joint venture contract. Note: The same partners are prohibited from submitting an offer for, or holding a second joint venture FSS program contract under the same joint venture entity OR a separate joint venture entity.
4. Joint Venture acknowledges that each joint venture partner has no more than three **TOTAL (including subject joint venture offer)** FSS program joint venture offers and/or currently awarded FSS program joint venture contracts with a different partner(s). Note: If any partner to this joint venture offer is already a partner under three other offers and/or awarded FSS program joint venture contracts with different joint venture partners, the offer will be rejected.

5. A joint venture partner has MAS contracts that are currently being audited by the GSA Office of Inspector General (OIG) (or has been notified that a MAS contract has been selected for an OIG audit).
 - Yes (please identify affected contract numbers):
 - No

6. One or more joint venture partners currently holds/has submitted an offer on an FSS program individual contract or is a joint venture partner under another FSS program joint venture offer or awarded contract:
 - No
 - Yes (If Yes, Joint Venture must disclose each FSS program individual offer submitted in eOffer and/or contract held by a joint venture partner and each FSS program joint venture offer submitted in eOffer and/or contract held by any joint venture partner under a joint venture with a different partner(s) in the below table.)

FSS Program Contract Number or eOffer Number	Joint Venture Offer or Contract OR Individual Offer or Contract	Name of Offeror or Contractor (indicate if joint venture offer or contract)	Name of Each Partner** under the Joint Venture	Applicable SINS

** If a mentor-protégé joint venture, indicate which partner is the mentor and which partner is the protégé by inserting (mentor) or (protégé) after the name of the partner. State N/A if not applicable.

7. Joint Venture acknowledges that it will NOT engage in any antitrust behaviors (e.g., bid-rigging, collusion, etc.)

8. Joint Venture acknowledges that when the joint venture submits an offer for a FSS program order and/or BPA, the joint venture partners are prohibited from submitting competing offers using either their FSS program individual contract or another FSS program joint venture contract for which they are a joint venture partner

9. Joint Venture acknowledges that it has uploaded the draft FSS Price List in eOffer/eMod in accordance with I-FSS-600 *Contract Price Lists*, and that the FSS Price List prominently displays the following -

- Includes the following statement under the “contractor name” section below the joint venture entity name: “(Insert joint venture name) is a joint venture between the following joint venture partners: (insert name of each partner).”**

****NOTE:** If the joint venture is between a mentor and protégé, the FSS Price List must clearly identify which partner is the mentor and which partner is the protégé by placing (mentor) or (protégé) after the applicable partner’s name.

- Discloses each FSS program individual contract or FSS program joint venture contract associated with any of the joint venture partners. The disclosure of each contract must include:
 - The contract number (specify if it is an individual FSS program contract or FSS program joint venture contract) and the SINs applicable to the FSS contract.
 - The name of the awarded contractor.
 - The name of each joint venture partner if the contract is an FSS program joint venture contract. Indicate (joint venture partner) by the name of each joint venture partner (if a mentor-protégé joint venture, identify which joint venture partner is the mentor and is the protégé).
- Includes the following statement under the contractor information: *“The joint venture partner(s) are prohibited from submitting competing quotations for FSS program orders and BPAs using either their own FSS program contract(s) or any joint venture FSS program contract(s) for which they are a joint venture partner.”*

Section 2: All Small Business Joint Ventures¹

The following additional items apply to joint ventures who have represented themselves as small or as a socioeconomic category (this includes mentor-protégé joint ventures representing as small or a socioeconomic category). The entire section must be completed.

1. Joint Venture acknowledges that it is an unpopulated joint venture entity. **Note: An unpopulated joint venture entity must not have its own separate employees to perform contracts awarded to them except for employees that perform administrative functions, including one or more Facility Security Officer(s).**

OR

- Joint Venture acknowledges that it is a populated joint venture and **all parties to the joint venture are similarly situated** as that term is defined in 13 CFR 125.1 (update made to 13 CFR 121.103(h) May 30, 2023, (see [88 FR 26164](#))).
2. Joint Venture acknowledges that it has completed FAR 52.212-3 dated December 2022 or later in SAM.gov to appropriately represent its size status as a

¹ See FAR 19.301-1(a)(2)(i)(A) and 13 CFR 125.8(a) joint venture representing as small between two or more entities qualifying individually as small; FAR 19.301-1(a)(2)(i)(B) and 13 CFR 125.9(d)(1)) for mentor-protégé joint venture representing as small; FAR 19.301-1(a)(2)(ii), FAR 19.804-3(c), and 13 CFR 124.513 for joint venture representing as 8(a); FAR 19.301-1(a)(2)(ii), FAR 19.1303(c), and 13 CFR 126.616 for joint venture representing as HUBZone; FAR 19.301-1(a)(2)(ii), FAR 19.1503(d), and 13 CFR 127.506 for joint venture representing as WOSB/EDWOSB; and FAR 19.301-1(a)(2)(ii), FAR 19.1403(c), and 13 CFR 128.402 for joint venture representing as VOSB/SDVOSB (NOTE: the reference to 13 CFR 125.18(b) in FAR 19.1403(c) is out of date.)

small business joint venture and/or a joint venture under a socioeconomic category under FAR provision 52.212-3(c) (as of the date its offer was submitted, or current option period was exercised). (Note: FAR provision 52.212-3 and 52.219-1 were updated October 28, 2022, to incorporate joint venture representations for small business and each of the socioeconomic categories listed in the provision)

3. Joint Venture confirms that it **has** / **has not** been awarded any previous contracts as of the date of offer submission. If the Joint Venture was awarded any previous Federal contracts (including orders), the Joint Venture must disclose the date of the first awarded Federal contract in the table below and upload a copy of the award document (e.g., SF1449) verifying the date of award in eOffer. NOTE: Pursuant to 13 CFR 121.103(h), to receive an exception from affiliation, a Joint Venture MUST submit its offer within two years of the date of its first Federal contract award. If the offer is submitted more than two years after the date of its first Federal contract award, the SBA will find the joint venture partners to be affiliated for size determination purposes.

First Contract Award Number	Customer Agency	Date of Award	Joint Venture HAS Uploaded the Award Document With its Offer (Yes/No**)

** Submission of the award document referencing the date of the joint venture’s first awarded Federal contract is required.

4. Joint Venture (as of the date its offer was submitted, or current option period was exercised) confirms that it meets the small business size standard corresponding to the primary North American Industry Classification System (NAICS) code for which it submits an offer and confirms that SBA has not issued a written determination stating that it is other than small pursuant to 13 CFR 121.1009 and FAR 19.301-1(a)(1)(ii).
5. Joint Venture (as of the date its offer was submitted, or current option period was exercised) confirms that at least one joint venture partner meets the certification requirements for the socioeconomic concern(s)² if the joint venture has represented itself as a socioeconomic concern. The Joint Venture must identify the joint venture partner that meets the certification requirements for the socioeconomic concern to qualify as eligible under a socioeconomic program (e.g., WOSB Program or 8(a) Business Development Program). **Note: For a mentor-protégé joint venture representing itself as a socioeconomic concern(s), the protégé must meet the socioeconomic certification requirements.**
- N/A
 - No (If No, Joint Venture cannot qualify as a socioeconomic category.)
 - Yes

² Socioeconomic Joint Venture – 8(a) 13 CFR 124.513 and FAR subpart 19.8; HUBZone- FAR 19.1303(c) and 13 CFR 126.616; WOSB/EDWOSB FAR 19.1503(d) and 13 CFR 127.506; SDVOSB FAR 19.1403(c) and 13 CFR 128.402 (NOTE: 13 CFR 128.402 addresses both VOSB and SDVOSB and the reference to 13 CFR 125.18(b) in FAR 19.1403(c) is out of date.)

6. Joint Venture acknowledges that it has a joint venture agreement³ that complies with SBA requirements to qualify as small and/or socioeconomic category under a set-aside or reserve, that the joint venture agreement addresses performance under the proposed/existing FSS program joint venture contract; and that the Joint Venture **has uploaded** the most current version of the joint venture agreement in eOffer/eMod. **(Joint venture agreement must address performance under proposed/existing FSS program contract.)**

- The Joint Venture acknowledges that any amendments to the joint venture agreement will be submitted to the CO via a modification request in eMod. Upon modification approval, the amended agreement will be sent to SBA.

Note: There are distinct requirements for each mentor-protégé joint venture and socioeconomic joint venture which must be addressed in the agreement. During the contract period, any amendments to the joint venture agreement must be submitted to the CO and SBA.

7. Joint Venture acknowledges that it has an active SBA APPROVED mentor-protégé agreement and **has uploaded** the most current APPROVED mentor-protégé agreement and SBA approval letter in eOffer/eMod. N/A

- Joint Venture confirms that the mentor and protégé are listed on the SBA's [active mentor-protégé agreement list](#) (updated monthly) or if not on the list, Joint Venture confirms that it has contacted SBA to ensure the mentor and protégé are added to the list or has submitted evidence that their mentor-protégé agreement is active on the date of offer submission.⁴

- Joint Venture acknowledges that any SBA approved amendment to the mentor-protégé agreement (including SBA approval letter) will be submitted to the CO for approval via a Revise Terms and Conditions modification request in eMod.

NOTE: To receive the exception from affiliation and qualify as small or a socioeconomic category, the mentor-protégé agreement⁵ must be approved by the SBA PRIOR to offer submission pursuant to SBA requirements. Reference the [SBA Mentor-Protégé program page](#) and 13 CFR 125.9(d)(1)(i) for more information on requirements.

8. Joint Venture acknowledges that it has disclosed each FSS program joint venture offer or contract (3 max for each joint venture partner, including subject offer) for which any of the joint venture partners is a member (spell out mentor and protégé if mentor-protégé joint venture) as required under "Section 1: All Joint Ventures."

³ Joint Venture Agreement Requirements - 13 CFR 125.8(b) -small business joint venture (note: 13 CFR 125.8(b)(1) addresses requirements for joint ventures between two or more small businesses and 13 CFR 125.8(b)(2) outlines requirements for a joint venture between a mentor-protégé); 13 CFR 124.513(c), 8(a) joint venture; 13 CFR 126.616(c) - HUBZone joint venture; 13 CFR 127.506(c) – WOSB/EDWOSB joint venture; 13 CFR 128.402(c)- VOSB/SDVOSB

⁴ If the mentor-protége cannot be added to SBA's list, the offeror must provide sufficient explanation.

⁵ Also reference 13 CFR 125.9 for information on mentor-protégé agreement requirements.

9. Joint Venture acknowledges that the Statement of Assurance under Appendix B of this attachment, signed by an authorized official of each joint venture partner, has been uploaded in eOffer/eMod and that the socioeconomic joint venture partner and/or protégé, as applicable, has submitted the signed Statement of Assurance to SBA. N/A

Appendix A: Ownership or Control of Joint Venture

FAR Provision 52.212-3:

52.212-3(a) definitions of *highest-level owner* and *immediate owner* (also see 52.204-17(a)) -

Highest-level owner means the entity that owns or controls an immediate owner of the offeror, or that owns or controls one or more entities that control an immediate owner of the offeror. No entity owns or exercises control of the highest level owner.

Immediate owner means an entity, other than the offeror, that has direct control of the offeror. Indicators of control include, but are not limited to, one or more of the following: ownership or interlocking management, identity of interests among family members, shared facilities and equipment, and the common use of employees.

52.212-3(p) *Ownership or Control of Offeror* (also see 52.204-17(b), (c), and (d)) -

(1) The Offeror represents that it has or does not have an immediate owner. **If the Offeror has more than one immediate owner (such as a joint venture), then the Offeror shall respond to paragraph (2) and if applicable, paragraph (3) of this provision for each participant in the joint venture.**

(2) If the Offeror indicates "has" in paragraph (p)(1) of this provision, enter the following information:

Immediate owner CAGE code: _____.

Immediate owner legal name: _____.

(Do not use a "doing business as" name)

Is the immediate owner owned or controlled by another entity: Yes or No.

(3) If the Offeror indicates "yes" in paragraph (p)(2) of this provision, indicating that the immediate owner is owned or controlled by another entity, then enter the following information:

Highest-level owner CAGE code: _____.

Highest-level owner legal name: _____.

(Do not use a "doing business as" name)

Appendix B: Statement of Assurance

Pursuant to *(insert appropriate 13 CFR/FAR reference for the small business mentor protege joint venture or any joint venture representing itself as a socioeconomic category)*, for all orders and/or BPAs set-aside or reserved for small business or a socioeconomic category (as applicable) the joint venture partners acknowledge that:

- (1) The parties have entered into a joint venture agreement that fully complies with the SBA joint venture agreement requirements.
- (2) The parties will perform the order or BPA (as applicable) in compliance with the joint venture agreement and with the performance of work requirements set forth in the SBA regulations.

X

Insert Name of Partner (select signature set up)
Authorized Official Title (select signature set up)

X

Insert Name of Partner (select signature set up)
Authorized Official Title (select signature set up)

(Add additional signature lines if applicable)

****NOTE:** Appendix B of the Joint Venture Solicitation Attachment is not required to be completed by a small business joint venture between two or more **small businesses** who **are not** socio-economic joint ventures or mentor-protégé joint ventures (see 13 CFR 125.8(d)).