

Joint Ventures: **A Maximum Win Strategy**

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Jerry Alfonso Miles is an associate in the Government Contracts and International Practice Groups at Shulman, Rogers, Gandal, Pordy & Ecker, P.A. In that capacity, he assists clients in complying with the Federal Acquisition Regulation ("FAR"), the Department of Defense FAR Supplement ("DFARS"), and small business regulations; identifying and mitigating bid and proposal risks; responding to government auditors; and resolving disputes with the government, and between prime contractors and subcontractors.

An active member of the U.S. and international procurement bar, Mr. Miles brings broad prior experience in procurement matters from his work in the Government, at an international law "think tank," a downtown law firm, and from four years at Kellogg, Brown and Root Inc. ("KBR"), a large, international government contractor.

His experience at KBR gives him a special perspective that brings added value to clients in the following areas of contracting: small business, DoD and civilian agency, technology, construction, and international. He also has considerable experience in transactional matters, teaming agreements, subcontracts and nondisclosure agreements ("NDAs"). Mr. Miles can assist clients with bid protests; requests for equitable adjustments; prime and subcontract claims; audit, compliance and investigation responses; and litigation strategies. In addition, Mr. Miles regularly speaks on procurement issues for the American Bar Association Sections on International Law and Public Contract Law, and the Federal Bar Association.

Mr. Miles is a graduate of the William and Mary School of Law, and of the University of Virginia, where he focused on international relations with an emphasis on European geopolitical military interests and the integration of the European Union.

Overview

- 1. Why Joint Ventures Make “Cents”**
- 2. Questions Worth Asking About Joint Ventures**

Why JVs Make “Cents”

- MORE MONEY
- Enhanced Competitiveness
- Prudence
- Risk Management

Agencies are Receptive to Joint Ventures

- **“Contractor Teaming Arrangements may be desirable from both a government and industry standpoint in order to enable the companies involved to:**
 - 1) **Complement each other’s unique capabilities**
 - 2) **Offer the Government the best combination of performance, cost, and delivery for the system or product being acquired.”**

-FAR 9.602(a)(1) and (2).

Making “Cents” with Mentor-Protégé JVs

- **More Set Aside Dollars for Large Companies as Mentors to SBC Protégé Rather Than Only As A Sub.**
- **More Control for Large Mentors Than In A Prime-Sub**
- **More Client Contact for Large Mentor Than In A Prime-Sub**
- **More Work for Large Mentors Than In A Prime-Sub**
- **More Past Performance if RFP Disallows Use of Subs**

What Contractors Should Ask About

JVs

- 1) Are there any advantages associated with using a populated vs. an unpopulated joint venture?**
- 2) How can we protect our information and IP when joint venturing?**
- 3) How many protégés can we have and what if we want out?**
- 4) What is the maximum number of awards (on a task order contract) we can win with a mentor-protégé joint venture?**

What Contractors Should Ask About

JVs

- 5) If we want to enter a mentor-protégé joint venture, which program makes the most sense?**

- 6) How can we present this concept to small businesses within our teaming network?**

Questions?

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