




A Procurement Technical
Assistance Center (PTAC)

A large photograph of the Wisconsin State Capitol building at dusk. The building is illuminated with warm lights, and its iconic green dome is a prominent feature. The sky is a deep blue, and trees with autumn foliage are visible in the foreground.

6 TIPS FOR SUCCESSFUL JOINT VENTURE AGREEMENTS ACQUISITION HOUR WEBINAR

June 19, 2019



WEBINAR ETIQUETTE

PLEASE

- Log into the GoToMeeting session with the name that you registered with online
- Place your phone or computer on MUTE
- Use the CHAT option to ask your question(s). We will share the questions with our guest speaker who will respond to the group

THANK YOU!

ABOUT WPI SUPPORTING THE MISSION

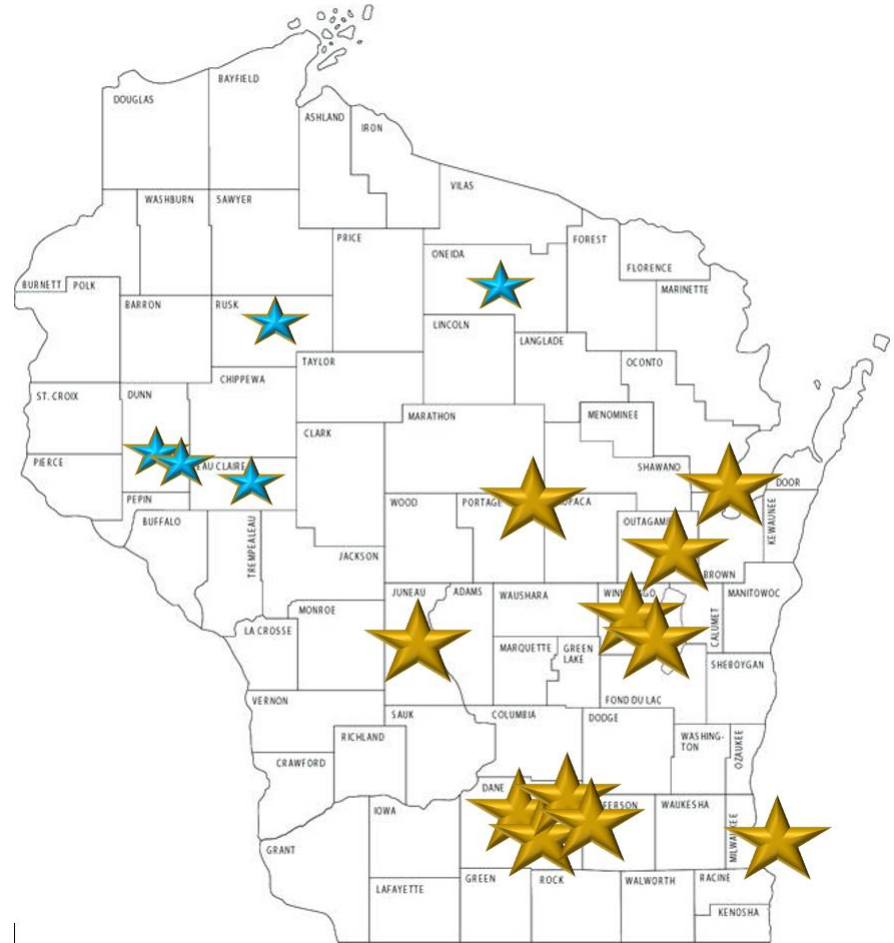
SERVING WISCONSIN
COMPANIES FOR 31 YEARS!

Assist businesses in creating,
development and growing their sales,
revenue and jobs through Federal,
state and local government contracts.

*WPI is a Procurement Technical Assistance Center (PTAC) funded in part by
the Defense Logistics Agency (DLA), WEDC and other funding sources.*

WPI OFFICE LOCATIONS

- MILWAUKEE – *Technology Innovation Center*
- MADISON –
 - *FEED Kitchens*
 - *Dane County Latino Chamber of Commerce*
 - *Wisconsin Manufacturing Extension Partnership (WMEP)*
 - *Madison Area Technical College*
- CAMP DOUGLAS– *Juneau County Economic Development Corporation (JCEDC)*
- STEVENS POINT – *IDEA Center*
- GREEN BAY - *Advance Business & Manufacturing Center*
- APPLETON – *Fox Valley Technical College*
- OSHKOSH –
 - *Fox Valley Technical College*
 - *Greater Oshkosh Economic Development Corporation*
- EAU CLAIRE – *Western Dairyland*
- MENOMONIE
 - *Dunn County Economic Development Corporation*
 - *UW Stout - Manufacturing Outreach Center*
- LADYSMITH – *Indianhead Community Action Agency*
- RHINELANDER – *Nicolet Area Technical College*



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EVENT CALENDAR

FEDERAL GOVERNMENT

STATE & LOCAL GOVERNMENT

GRANTS

SUCCESS & AWARDS

FAQS

CURRENT EDITION OF THE WPI NEWSLETTER

www.wispro.org



UPCOMING EVENTS

WED
19

Doing Business With the U.S. Forest Service – Iron River, MI

June 19 @ 1:00 pm - 4:00 pm
Iron River MI

WED
19

Acquisition Hour: 6 Tips for Successful Joint Venture Agreements

June 19 @ 1:00 pm - 2:00 pm

THU
20

Cybersecurity: Protect Your Company From Major Threats – Eau Claire, WI

June 20 @ 8:00 am - 11:30 am
Eau Claire WI

TUE
25

Acquisition Hour: Integrating DFARS Requirements Into Your Day-to-Day Cyber Practices

June 25 @ 1:00 pm - 2:00 pm

[View More...](#)

CURRENT OPPORTUNITIES (5)



SERVICES OFFERED BY WPI

- FREE Bid Matching Services
- Individual Counseling and Assistance
- Locating Local, State and Federal Opportunities
- Government Market Strategy Development
- Training in use of Government websites and tools
- Assistance with System for Award Management (SAM) Registration
- Assisting in Market Research Process
- Development of Market Profile
- Small Business Subcontracting Plans Development, Outreach and Reporting
- Small Group Training
- Outreach and training with Local, State and Federal agencies
- Assist with Pre and Post Award Functions
- Assistance with Agency Specific Contracting Requirements
- Assistance with Contracting Regulations and Requirements, including FAR, DFAR, CFR
- Assistance with GSA Schedule Preparation and Administration
- Assistance with Local, State and Federal Certifications, including:
 - Service Disabled & Veteran Owned Small Business, HUBZone, Woman Owned Small Business, 8(a) Business Development Program
 - State
 - Local
 - DBE
- Bid review and Submission Assistance
- Proposal review and Submission Assistance
- Capabilities Statement and Related Government Marketing Material Development
- Assistance in Locating and Developing Teaming Partners and Subcontractors
- Updated Government Market Information



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Steve provides practical solutions to complex commercial disputes. He digests complicated issues quickly and guides the dispute resolution process to achieve clients' business objectives.

Steve focuses his litigation and arbitration practice on government contracts, renewable energy, and construction projects. He began his career litigating construction disputes on federal government projects, but clients quickly began looking to Steve for guidance on all of their government contracting needs.

He now assists clients across the industry spectrum who contract with, or accept grants from, the federal government. Steve has represented clients in bid protests and claims litigation at both the state and federal level in numerous jurisdictions across the country. He also has guided clients through numerous audits, internal investigations, and due diligence matters, as well as other contract compliance and administration issues.

In the renewable energy arena, Steve represents owners and developers of wind, solar, and hydroelectric projects with all of their project construction and operation issues. He has extensive experience in the preparation and pursuit of warranty claims, and has successfully litigated or settled disputes against several of the world's top original equipment manufacturers and EPC contract



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6 Tips for Successful Joint Venture Agreements

Steven A. Neeley, Esq.



A Procurement Technical
Assistance Center (PTAC)

ACQUISITION HOUR



Tip # 1: Is a joint venture right for you?

■ Advantages

- Two companies may be better than one
- Stay small longer & have more control
- Access to set-asides / avoid ostensible subcontractor rule

■ Disadvantages

- Joint responsibility & liability
- Yield control & harder to terminate
- Compliance obligations



Tip # 2: Finding the right JV partner.

- **Due diligence**
 - References; reputation; face-to-face meeting
- **Set-aside eligibility**
 - Written certifications
- **Synergy**
 - Complementary capabilities?



Tip # 3: Develop a JV plan.

- **Affiliation and exceptions - 13 C.F.R. § 121.103(h)**
 - JV partners are deemed to be affiliates unless there is an exception, like a Mentor-Protégé arrangement
- **Timing**
 - Approval by SBA may be required prior to award
- **3-in-2 Rule**
 - Starts at time of first award



Tip # 4: Define the JV relationship.

- All-small v. 8(a) v. SDVOSB (etc.)
- Work Performance Requirements
- Ownership of JV
- Populated v. Unpopulated
- How will the work be performed?



Tip # 5: Choose the right JV structure.

- **Informal association**
 - Total pass-through (taxes & liability)
 - Least administrative burden
- **Limited Liability Company**
 - Choice of tax treatment; limited liability
 - More administrative burden
- **Corporation**
 - Separate entity



Tip # 6: Draft a detailed JV agreement.

- **SBA Template and JV Agreement Guide**
 - Starting point, not the finish line
- **13 C.F.R. § 125.8; 13 C.F.R. § 124.513**
 - Requirements for all-small and 8(a) JVs
- **Elements of JV Agreements**
 - Purpose, ownership, manager, work responsibilities, bank account, reports, joint obligation to perform



Bonus Tips: Avoiding problem areas.

- **Details matter**
 - *Veterans Contracting, Inc., SBA No. CVE-107*
 - *Spinnaker Joint Venture, LLC, SBA No. SIZ-5964*
- **Extension / approval requirements**
 - *Straughan Envtl. Inc. v. U.S., 135 Fed. Cl. 360 (2017)*
- **Information requests & adverse inference**
 - *Juliet Constr., LLC v. U.S., No. 19-255C (Fed. Cl. 2019)*
- **No blanket affiliation exclusion**



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UPCOMING TRAINING - EVENTS

ACQUISITION HOUR LIVE WEBINAR SERIES

- June 25, 2019 – **Integrating DFARS Requirements Into Your Day-to-Day Cyber Practices** – [CLICK HERE](#) for additional information – presented by Marc Violante, Wisconsin Procurement Institute (WPI)
- June 26, 2019 – **Current Trends in Department of Defense Acquisition** – [CLICK HERE](#) for additional information – presented by James Hasik, Senior Fellow, Center for Government Contracting, George Mason University School of Business
- July 9, 2019 – **Overview of the Federal Acquisition Regulations (FAR)** – [CLICK HERE](#) for additional information – presented by Carol Murphy, Wisconsin Procurement Institute (WPI)
- July 24, 2019 – **The End of the Fiscal Year is Here: What is Hot and What is Not** – [CLICK HERE](#) for additional information – presented by Marc Violante, Wisconsin Procurement Institute (WPI)
- August 7, 2019 – **The NEW WAWF – The Procurement Integrated Enterprise Environment (PIEE)** – [CLICK HERE](#) for additional information – presented by Benjamin Blanc, Wisconsin Procurement Institute (WPI)
- August 21, 2019 – **Government Property Management for Federal Contractors and Subcontractors** – [CLICK HERE](#) for additional information – presented by Benjamin Blanc, Wisconsin Procurement Institute (WPI)

Search ...

REGISTRATION

LOCATION



13th Annual Wisconsin Government Opportunities Business Conference (GOBC)

In partnership with Volk Field ANG and Fort McCoy

AGENDA

EVENT
HOSTS

SPEAKERS

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EVENT
COMPETITIONS

BUYER
MEETINGS

EVENT
PARTNERS

Registration

For additional information regarding this event, contact Dave Olson at (608) 338-8018.

Location

The 13th Annual Wisconsin Government Opportunities Business Conference (GOBC) will take place at the

**Volk Field Air National Guard Base, Building 475 –
100 Independence Drive – Camp Douglas, WI 54618**

13TH ANNUAL WISCONSIN GOVERNMENT OPPORTUNITIES BUSINESS CONFERENCE (GOBC)

In Partnership with Volk Field ANG and Fort McCoy

JULY 30-31, 2019

The 13th Annual Wisconsin Government Opportunities Business Conference (GOBC) is scheduled for July 30th and 31st at Volk Field in Camp Douglas, Wisconsin. Businesses from the Midwest will have the opportunity to participate in two days of technical training with a focus on Infrastructure Opportunities, Federal, State and Local Government Opportunities, Information Security, Manufacturing and Teaming.

Attendees will have the opportunity to hear from and meet with regional experts, leaders of the community, potential customers, potential partners and will also have the opportunity to meet one on one with various government and corporate buyers. All businesses including Small, Large, Disadvantaged, HUBZone, Minority-Owned, Native / Tribal Owned, Woman-Owned, Veteran-Owned and Service-Disabled Veteran-Owned firms will benefit from this event.

EARLY REGISTRATION ENDS June 14, 2019 – (Discounted registration may be available)

EVENT REGISTRATION ENDS July 18, 2019

<https://volkfieldsbconference.org/>

MARKETPLACE 2019 – Milwaukee, WI October 23-24, 2019



<https://www.marketplacewisconsin.com/>



QUESTIONS?

SURVEY



CONTINUING PROFESSIONAL EDUCATION



CPE Certificate available, please contact:

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PRESENTED BY

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