

## **Multiple Award Schedule (MAS) Program Frequently Asked Questions for Joint Venture (JV) Offerors & Contractors**

MAS solicitation refresh 16 was issued on May 19, 2023 to clarify how the MAS offeror instructions apply to JVs. The updated instructions are intended to promote consistency across the MAS program and increase small business opportunities. This set of FAQs addresses trending questions from industry on the updated MAS offeror instructions.

### **General**

**1. Can a Joint Venture (JV) hold a Multiple Award Schedule (MAS) contract for the entire MAS contract period (5-year base plus three 5-year contract option periods)**

Yes, MAS contracts held by JV entities are subject to GSA's standard process for exercising MAS contract options.

**2. Is GSA streamlining requirements for JV offerors and contractors?**

No, JV specific offer, modification and option instructions clarify how existing requirements apply to JVs, and are in addition to standard MAS solicitation and contract requirements.

**3. If one or both of the JV Partners are existing Federal Supply Schedule (FSS) Program contractors, can the JV entity submit a streamlined offer?**

No. The JV is a separate entity with its own Unique Entity identifier (UEI), so the standard MAS offeror instructions apply to JV entities regardless of whether one or more of the JV Partners currently hold a MAS contract.

**4. Do all JVs need to have a Joint Venture Agreement?**

A written JV agreement must be in place for all small business JVs. Depending on the type of business (e.g., small vs. socioeconomic category) the JV agreement requirements differ. (see 13 CFR 125.8(b), small business joint ventures; 13 CFR 124.513(c), 8(a) joint ventures, 13 CFR 126.616(c) - HUBZone joint ventures; 127.506(c) – WOSB/EDWOSB joint ventures; 13 CFR 128.402(c) VOSBs and SDVOSBs)

**5. Why would a contractor put in an offer as a JV versus just doing a Schedule CTA?**

Small and Socioeconomic Joint Ventures (JV), including Mentor-Protégé JVs, can qualify for an exception from affiliation if they submit their MAS offer within two years of being awarded their first federal contract or order. This enables the JV to pursue set-aside orders as long as one JV partner meets the socioeconomic status for the set-aside.

In order for a Contractor Team Arrangement (CTA) to pursue a small business set-aside, all CTA team members must meet the socioeconomic status for the set-aside.

**6. Can a JV partner have three GSA JV MAS contracts for the same SIN if the Protégés are in different socio economic categories?**

Yes, any JV partner can have their own MAS contract and be a JV partner in up to three JV MAS contracts with one or more of the same SINS, however, the JVs may not submit competing quotations for MAS orders and BPAs.

**Offeror/Contractor Requirements for Joint Ventures**

**1. How will the changes incorporated by MAS Refresh 16 impact current JV contract holders?**

The JV specific offeror instructions in MAS Refresh 16, which was published on SAM.gov on 05/19/23 apply to in-house and new offers. GSA plans to issue instructions for existing JV MAS contractors in the Mass Modification (SF30) for MAS Refresh 17, which is tentatively scheduled for July 2023.

After accepting the mass modification, JVs will submit a Revise Terms & Conditions modification request in eMod to conform with the JV specific requirements outlined in MAS solicitation Refresh 16. JV MAS contractors will need to submit various documents in the modification request, for example:

- JV solicitation attachment which is published on the [MAS Roadmap](#)
- All documents required by the attachment, such as the SBA approved Mentor-Protégé Agreement and Joint Venture Agreement (including any amendments since original issuance)
- Price Proposal Templates (PPTs) that identify which JV partner provides the awarded products and services. The PPTs are available at the MAS Roadmap [MAS Scope and Templates](#)
- Updated draft Authorized FSS price list that includes the contract information/disclosures required by the JV Solicitation Attachment and the MAS solicitation provision, SCP-FSS-001, Instructions to All Offerors

GSA will issue a bilateral contract modification to incorporate related changes (as applicable)

If you wish to request additional products and services to be provided/performed by a JV Partner, please submit a separate Add Products, Add Labor Category and/or Add Service Offerings modification request. Please ensure you address and/or submit all requirements in the [MAS modification guide](#) for proposing additional products and

services under your currently awarded SINs in addition to addressing the JV specific modification requirements.

Prior to submitting any Revise Terms and Conditions modification requests, please review the MAS solicitation provision, SCP-FSS-001 for guidance on how the standard MAS instructions apply to JV entities as well as the Industry FAQs for JV entities which are published on the [MAS Roadmap](#).

**2. Do the JV specific offeror instructions apply to MAS offers submitted by JV entities prior to MAS Refresh 16?**

Yes, any offers submitted by JV entities prior to the release of MAS Refresh 16 on 05/19/23, will be required to update their offer to complete any additional requirements that apply to JV entities.

**3. If GSA has already determined a JV partner's rates to be fair and reasonable on their own MAS, will GSA just add/transfer these labor categories and rates (or a subset) over to the JV entity's MAS contract?**

No. The evaluation of the JV offeror's submission is independent from any previous or existing fair and reasonable determination relating to a JV partner's MAS contract.

**4. If a JV partner has its own MAS contract and the JV entity is proposing to add the same products or services to the JV contract as are on the JV partner's MAS contract, is GSA evaluating the pricing on the partner's contract?**

Yes, the JV entity should be offering equal to or better than the awarded pricing on the JV partner's individual MAS contract unless substantial documentation is provided to justify why a higher price would be necessary.

**5. Can the JV partners share the labor categories awarded to a JV entity?**

No, for both TDR and non TDR MAS contracts, JV partners are required to propose and perform under their own awarded Labor Categories at pricing that is based on the JV partner's fully loaded rates.

GSA recommends that JV partners propose individual labor categories that are comparable, but distinct. Note: Mentor-Protégé and Socioeconomic JV agreements require the source of labor to be identified.

**6. Can a JV entity identify a JV partner as its Most Favored Customer (MFC) and can that JV partner be established as the Basis of Award (BoA) customer?**

No, unpopulated JV entities cannot identify a JV partner as its MFC, nor can a JV partner be a BoA customer as the JV entity's awarded products and services are provided and performed by its JV partners.

**7. How does Clause 552.238-81 Price Reductions apply to JVs?**

The clause may be triggered by pricing offered by the JV itself or an individual JV partner as the JV partners are essentially subcontracting to the JV entity.

Note: The clause would not be triggered IF the agreed upon Basis of Award (BOA) customer for the JV partner's individual MAS contract excludes work performed for the JV entity.

**8. Can a current FSS MAS Contract holder use a JV as support for a Modification to ADD SIN's or labor categories for Relative Experience, Past Performance or Pricing Support?**

Generally, no. A JV entity submitting a MAS offer/modification request is allowed to use supporting documentation from its JV partners because the resources of the JV partners are being pooled together to pursue contracts under a written Joint Venture Agreement that must comply with the SBA regulations applicable to the Joint Venture, for example, Mentor-Protégé or socioeconomic JVs. The ability of the JV to perform contract requirements is dependent on the resources of the JV partners as unpopulated JVs typically have no employees or a very limited number of administrative personnel, so it is reasonable to consider the qualifications/resources of the JV partners.

This flexibility, however, isn't reciprocal. The standard MAS requirements for non JV entities are unchanged, so an individual MAS contractor isn't able to use contracts awarded to a separate JV entity to substantiate a request to add labor categories to its own MAS contract.

As noted above, the MAS contract holder must use its own relevant project experience, past performance, and pricing support. However, the MAS solicitation does allow key personnel and predecessor firm substitutions for past performance and project experiences and that flexibility is available to all MAS offerors/contractors. These substitutions are only available if the offeror/contractor doesn't have relevant past performance and project experiences that meet solicitation criteria.

**9. Is there a situation where an unpopulated JV entity would disclose its own commercial sales and MFCs on the PPT?**

Unpopulated JV entities that have been awarded contracts can have MFCs and must submit their own pricing support documentation to support their MFC disclosures.

Note: If one or more JV Partners hold MAS contracts, the SCP provision requires that a JV offeror upload the JV Partner's MAS price list(s) with their offer.

**10. Where do I put the JV partner information required by the JV solicitation attachment in my FSS price list?**

In the 'Contractor Name' section to ensure it is prominently displayed.

**11. Does my FSS price list need to identify the JV partner performing under that Labor Category?**

Yes, the JV partner performing under an awarded labor category must be identified in the JV's FSS price list on GSA Advantage.

**Mentor-Protégé and Socioeconomic JVs**

**1. Can a Mentor-Protégé JV submit a MAS offer if it was awarded a Federal contract more than two years before offer submission?**

Yes, but the JV no longer qualifies for an exemption from affiliation. So if the mentor is an other-than-small firm and the protégé is a small firm, the size status of the JV entity will be other-than-small and the JV entity will not be able to pursue small business and socioeconomic small business set-aside requirements.

**2. Can all of a Mentor-Protégé JV entity's proposed labor categories be based on (supported by) one of the JV Partners?**

No, SBA regulations require that for any contract/order set aside or reserved for small business the protégé firm must perform at least 40% of the work completed by the JV entity. See 13 CFR 125.8.

In addition, SBA requirements require that a protégé JV partner have some experience in the type of work to be performed under the contract.

**3. For a Mentor-Protégé JV offer, how many projects would the protégé need to submit when proposing an IT Services SIN where two project experiences are required? Would the protégé need to provide both projects or just one?**

The protégé only needs to submit one of the two required project experiences. The SCP-FSS-001 provision does not require a protégé to have the same level of experience as the other JV partners. This is consistent with SBA requirements, which require that a protégé JV partner have some experience in the type of work to be performed under the contract.

**4. Can a Mentor-Protégé JV hold a MAS contract for the entire MAS contract period (5-year base plus 3 5-year contract option periods)**

Yes, however their status as a small business or socioeconomic JV is subject to re-representations. A Mentor-Protégé JV may re-represent as small as long as the MPA is active at the time of rerepresentation and the protégé still qualifies as a small business concern.

Note: The maximum length of a Mentor-Protégé agreement (MPA) is limited to six (6) years. Note: The same mentor and protégé can enter into a second SBA approved MPA for an additional 6 years.

**5. For a Socioeconomic JV offer, can you confirm how many projects the socioeconomic partner would need to submit when proposing an IT Services SIN where two project experiences are required? Would the socioeconomic partner need to provide both projects or just one?**

The socioeconomic partner only needs to submit one of the two required project experiences. The SCP-FSS-001 provision does not require a socioeconomic partner to have the same level of experience as the other JV partners. This is consistent with SBA requirements, which require that a protégé JV partner have some experience in the type of work to be performed under the contract.