

# The SBA's Consolidated All Small Mentor-Protégé Program

February 18, 2021

Presented By  
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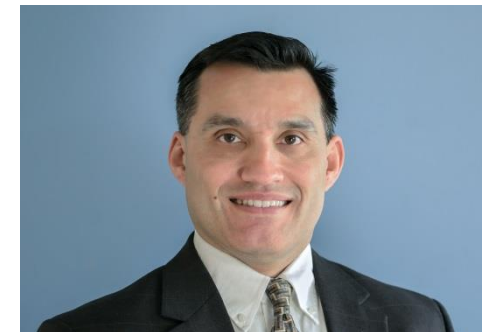


# The SBA's Consolidated All Small Mentor-Protégé Program

## INTRODUCTIONS

### Mark A. Amadeo

- Over 20 years experience as government counsel & law firm counsel
- LL.M. Georgetown University Law Center; J.D. University of Wisconsin Law School; B.A. Boston College
- Founder & Managing Partner of Amadeo Law Firm, PLLC
- Focus on Government Contracting & Technology
  - Review/negotiation: FAR/DFARS Compliance
  - Pre & Post Award Teaming, JV's & Subcontracts
  - Technology: IP Preservation & Commercialization



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# The SBA's Consolidated All Small Mentor-Protégé Program

- **Modeled after 8(a) Mentor-Protégé Program**
- **Goal – enhance success and competitiveness**
- **BD Assistance**
  - **Contracting, Technical, Strategic and Management**
  - **General and Administrative Support**
  - **Financial – equity ownership & loans**
  - **Opportunity to contract with experienced contractor**



# The SBA's Consolidated All Small Mentor-Protégé Program

## Contract Opportunities

### Joint Ventures

- **Small business set-asides – including WOSB, SDVOSB, HUBZone**
- **Affiliation exception for mentor-protégé joint ventures**



# The SBA's Consolidated All Small Mentor-Protégé Program

## 8(a) & All-Small Mentor-Protégé Program Merger

- **November 16, 2020**
- **Identical goals and benefits**
- **Efficient – saves time & resources**
- **Spares choice between two programs**



# The SBA's Consolidated All Small Mentor-Protégé Program

## Existing 8(a) BD Mentor-Protégé Relationships

- **Approved 8(a) BD MP relationships continue**
- **Remaining time under 8(a) MP program continues**
- **Counts against lifetime limit**



# The SBA's Consolidated All Small Mentor-Protégé Program

## How To Apply

### Before Application

- **Mentor/protégé must register in SAM**
- **Mentor/protégé must complete SBA online tutorial**
- **Mentor/protégé must enter into MP agreement**

**Application – certify.SBA.gov – under protégé's DUNS**

- **Have**
  - **NAICS**
  - **Online tutorial certificates**
  - **Business plan**
  - **Active MPA's**
  - **SBA size redetermination letters**





# The SBA's Consolidated All Small Mentor-Protégé Program

## Mentor-Protégé Agreement

- In writing
- **Specifically identify BD assistance**, address how assistance will help protégé
- Identify mentor point of contact
- Must state assistance to protégé for at least 1 year
- Must state it can be terminated by mentor or protégé w 30 days notice to SBA
- If protégé in another MP relationship
  - Must identify how assistance is different



# The SBA's Consolidated All Small Mentor-Protégé Program

## Mentor-Protégé Agreement

- **Total term including extensions - must be no longer than 6 years**
- **Must be approved by SBA before offer is submitted – for JV affiliation exception to apply**



# **The SBA's Consolidated All Small Mentor-Protégé Program Additional JV Affiliation Exception Requirements**

- **Joint Venture Agreement**
  - **Must meet 12 requirements under 13 CFR 125.8(b)(2)**
  - **Must meet performance of work requirements**
    - **Small business must perform at least 40% of JV work**
- **Protégé Certification – before doing any work**
  - **JVA meets 12 requirements**
  - **Parties will comply with JVA**
  - **Parties will comply with performance of work req's**



# The SBA's Consolidated All Small Mentor-Protégé Program

## Mentors

- **A concern**
  - For Profit
  - Any Size
- Capable of assisting protégé
- Not debarred or suspended
- Can impart value

### **SBA will reject**

- **Does not possess good character/favorable financials**
- **Employs/controls protégé managers**
- **Is otherwise affiliated with protégé**



# The SBA's Consolidated All Small Mentor-Protégé Program

## Mentors

### Multiple Protégés

- Generally – no more than **three** at a time  
**Exception: protégés in Puerto Rico – first two don't count against limit**
- Mentor and additional protégé must demonstrate their relationship will not adversely affect either relationship
- Mentor cannot submit competing offers



# The SBA's Consolidated All Small Mentor-Protégé Program Protégés

- **Must be small**
  - May self-certify
- **Can be mentor and protégé**
- **Mentor can own up to 40% of protege**

## **When seeking to qualify under secondary NAICS**

- **Must show capabilities will be further developed/expanded**
- **SBA will not approve if has no experience**

**Exception: if protégé worked in similar NAICS or  
secondary NAICS is a logical progression**



# The SBA's Consolidated All Small Mentor-Protégé Program

## Protégés

### Multiple Mentors

- **Generally – no more than one mentor at a time**
- **SBA may approve second mentor if –**
  - **Second relationship will not compete/conflict; and**
  - **Second relationship pertains to unrelated NAICS or first mentor does not possess expertise sought**



# The SBA's Consolidated All Small Mentor-Protégé Program

## Lifetime Limit

**Protégé - 2 mentors over business lifetime**

### **Exceptions:**

- **MPA terminated within 18 months - doesn't count**
- **Mentor has not provided BD assistance, substituted**





**The SBA's Consolidated  
All Small Mentor-Protégé Program  
Questions?**

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**[www.amadeolaw.com](http://www.amadeolaw.com)**



# The SBA's Consolidated All Small Mentor-Protégé Program

**THANK YOU FOR JOINING OUR WEBINAR!**

The Recorded Webinar Can Be Found Here:

**<http://amadeolaw.com/index.php/firm-resources/webinars>**

