



Department of Defense
Office of Small Business Programs

Mentor-Protégé Program

Agreement Template

Companies that have been approved as mentors in the DoD Mentor-Protégé Program and have identified a protégé firm must submit a signed mentor-protégé agreement for each mentor-protégé relationship to the Director, Office of Small Business Programs (OSBP), Office of the Under Secretary of Defense (Acquisition, Technology and Logistics [OUSD (AT&L)]) for approval. For companies seeking direct reimbursement of developmental assistance costs, your submission should be made through the cognizant Military Department/Defense Agency OSBP. For companies seeking credit of developmental assistance costs (to include hybrid agreements), your submission should be made through the Defense Contract Management Agency (DCMA). Regardless of the agreement type, an information copy must be submitted to the OUSD OSBP.

Please Note:

Credit Only/Hybrid Agreements: Developmental assistance costs may only be incurred after receipt of an approval letter from DCMA. Note: Official start date is the date of OUSD (AT&L) approval letter.

Direct Reimbursement Agreements: Developmental assistance costs may only be incurred upon the award of a contract modification that incorporates a separate line item for the mentor-protégé agreement. Note: Official start date is the date of the contract modification.

The following template is provided as a guide to assist in the preparation of the mentor-protégé agreement, however at a minimum all elements below must be addressed. Attachments/addendums are welcome.

1. **Agreement Information:** Check the agreement type that applies and provide the following.

Credit _____ Hybrid _____ OR Direct Reimbursement _____

Period of Performance: State the period of time (in months) over which the developmental assistance will be performed - **not to exceed three years.**

Number of Months:	
Anticipated Start Date:	
Anticipated Completion Date	

For Direct Reimbursable: Please provide the following.

Military Department or Defense Agency:	
Contract Number (if known):	

Estimated Cost of Agreement: Provide an estimate of the total cost of the developmental assistance provided by the mentor. Include a cost breakdown of each year of effort - to be fully funded - by element of costs (i.e., employee labor, HBCUs/MIs/PTACs/SDBDCs, and incidental costs.)

	<i>(Expressed in whole dollar amounts)</i>		
	Year 1	Year 2	Year 3
Employee Labor:	\$	\$	\$
HBCU/MI/PTAC/SBDC:	\$	\$	\$
Other Direct Costs:	\$	\$	\$
Subtotal:	\$	\$	\$
Total Estimated Cost: (all budgeted years)	\$		

For Direct Reimbursement agreements please contact the Military Department/Defense Agency for additional guidance on the format and level of detail of your estimated cost submission. Be prepared to furnish a more detailed cost breakdown of the labor categories.

2. **Mentor Eligibility.** Provide a statement (be sure to include the date of approval) that the Mentor has been previously approved under the DoD Mentor-Protégé Program and is still eligible to participate as a mentor, (provide a copy of approval letter, if available) or attach the Mentor Application.

3. **Mentor Firm Information.** Provide the following.

Name of Firm:	
Address:	
Telephone/ext.:	
Fax:	
Homepage:	
Industry:	
Cage Code:	
DUNS Number:	

- 4. Mentor Historical Background.** Provide a brief summary about the company, including the company profile, and historical and recent activities and accomplishments under their Small Disadvantaged Business and Mentor-Protégé Programs. Indicate whether your company has been a small disadvantaged business (SDB), woman-owned small business, or 8(a). If a graduated 8(a), please include graduation date.
- 5. DoD Subcontract Awards to Protégé.** The number and total dollar amount of DoD subcontract awards made to the identified protégé firm by the mentor firm during the two preceding fiscal years (if any). Please note fiscal year here represent the government's fiscal year which runs October 1 through September 30.

Total DoD Subcontract Awards to this Protégé		
Fiscal Year	Number	Dollar Amount
FY-__		\$
FY-__		\$

- 6. Other Federal Agency Subcontract Awards to Protégé.** The number and total dollar amount of Federal Agency (other than DoD) subcontract awards made to the identified protégé firm by the mentor firm during the two preceding fiscal years (if any). Please note fiscal year here represent the government's fiscal year which runs October 1 through September 30.

Total Federal Agency Subcontract Awards to this Protégé		
Fiscal Year	Number	Dollar Amount
FY-__		\$
FY-__		\$

- 7. Potential Subcontracts.** The anticipated number, dollar value, and type of subcontracts to be awarded the protégé firm consistent with the extent and nature of mentor firm's business, and the period of time over which they will be awarded. Please note fiscal year here represent the government's fiscal year which runs October 1 through September 30.

Estimated Potential Subcontract Awards to this Protégé			
Fiscal Year	Number	Dollar Amount	Type
FY-__		\$	
FY-__		\$	
FY-__		\$	

Note: Do not include estimates for any awards that you are currently bidding on, unless the numbers are based on documented historical annual averages for your company.

8. Protégé Eligibility. Provide a statement that the protégé firm is currently eligible pursuant to one of the following criteria below:

An entity may qualify as a protégé firm if it is —

- (1.) A Small Disadvantaged Business (SDB) concern as defined by section 8(d)(3)(C) of the Small Business Act (15 U.S.C. 637(d)(3)(C)) which is —
 - (i) Eligible for the award of Federal contracts; and
 - (ii) A small business according to the SBA size standard for the North American Industry Classification System (NAICS) code which represents the contemplated supplies or services to be provided by the protégé firm to the mentor firm; and
 - (iii) Certified by the Small Business Administration as an SDB.
- (2.) A business entity that meets the criteria in above and is owned and controlled by either an Native American tribe as defined by section 8(a)(13) of the Small Business Act (15 U.S.C. 637(a)(13)) or a Native Hawaiian Organization as defined by section 8(a)(15) of the Small Business Act (15 U.S.C. 637(a)(15)); and is certified by the Small Business Administration as an SDB.
- (3.) A qualified organization employing the severely disabled which self certifies that it meets the criteria for such entities defined in Pub. L. 102-172, section 8064A.
- (4.) A woman-owned small business(WOSB) which self certifies that it meets the criteria for such entities in accordance with the DFARS and by the Small Business Act (15 U.S.C. 637(d)(3)(D)).
- (5.) A qualified HUBZone small business concern as determined by the Small Business Administration in accordance with 13 CFR Part 126.
- (6.) A small business concern owned and controlled by service-disabled veterans (SDVOSB) as defined in Section 8(d)(3)(F) of the Small Business Act (15 U.S.C. 637(d)(3)(F)).

9. Protégé Firm Information. Provide the following.

Name of Firm:			
Address:			
Telephone/ext.:			
Fax:			
Homepage:			
Industry/Bus. Type: <i>(e.g. Svc – 80% Mfg – 20%)</i>	Construction:		
	Manufacturing:		
	R&D:		
	Service:		
Year Established:			
Cage Code:			
DUNS Number:			
Number of Employees:			
Annual Gross Revenue: <i>(for previous Corporate FY)</i>			
SDB Dates:	Entrance Date:		Expiration Date:
8(a) Dates:	Entrance Date:		Expiration Date:

North American Industrial Classification System Codes (NAICS). *The NAICS code which represents the contemplated supplies or services to be provided by the protégé firm to the mentor firm and a statement that at the time the agreement is submitted for approval, the protégé firm, if an SDB or a woman-owned small business concern, does not exceed the size standard for the appropriate NAICS code.*

	Code (6-digit)	Title
Primary NAICS		
Additional NAICS		

Percent (%) Owned. *Provide percent of the Protégé Firm currently owned by the Mentor Firm.*

% Mentor Owned:	
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Protégé-Obtained DoD Subcontract Awards. *The number and total dollar amount of DoD subcontract awards obtained by the protégé firm during the two preceding fiscal years (if any). Please note fiscal year here represent the government’s fiscal year which runs October 1 through September 30.*

Total DoD Subcontract Awards			
Fiscal Year	Number	Funded Contract Value	Dollar Amount Received
FY-__		\$	\$
FY-__		\$	\$
FY-__		\$	\$

Protégé-Obtained DoD Prime contract Awards. *The number and total dollar amount of DoD Prime contract awards obtained by the protégé firm during the two preceding fiscal years (if any). Please note fiscal year here represent the government’s fiscal year which runs October 1 through September 30.*

Total DoD Prime Contract Awards			
Fiscal Year	Number	Funded Contract Value	Dollar Amount Received
FY-__		\$	\$
FY-__		\$	\$
FY-__		\$	\$

10. Protégé Firm Historical Background. *Provide a brief summary about the company, including the company profile, and historical and recent activities and accomplishments. Indicate whether your company is a small disadvantaged business (SDB), woman-owned small business, or an organization that employs the severely disabled person. Include a description of the company’s ability to participate in the DoD Mentor-Protégé Program without impairing the company’s day-to-day operations (i.e., business management, revenue stream).*

11. Protégé Firm’s Previous Program Participation. Provide the following information if the protégé firm has previously participated in the DoD Mentor-Protégé Program. Provide a statement (separate enclosure to this agreement) that there will be no duplication of effort (i.e., developmental assistance provided by the mentor firm) previously provided to the protégé firm under prior agreements. This must be agreed upon and presented on letterhead from both the mentor and protégé firms.

Previous Mentor Firm Name:	
Sponsoring Military Dept./Agency: <i>(e.g., Army, Navy, Air Force, DCMA, DIA, DLA, MDA, NGA, NSA)</i>	
Type: <i>(credit or direct reimbursed)</i>	
Period of performance of previous agreement: <i>(in months)</i>	
Termination Date: <i>(if applicable)</i>	
Termination Reason: <i>(if applicable)</i>	

12. Developmental Assistance Program. Describe the developmental program for the protégé firm specifying (using a sentence or two for each item listed) the type of assistance planned. Provide how this plan will address the protégé’s identified needs to enhance their ability to perform successfully under contracts or subcontracts within DoD and other federal agencies. Your developmental assistance program is not expected to conform to only the examples listed below, nor is your developmental assistance program expected to provide assistance in all of the examples cited. Please also note that some examples cited under (a)(i) and (a)(ii) may be interchangeable within the two categories. Types of developmental assistance allowable under the program are:

(a) Assistance by mentor firm personnel in —

(i) *General Business Management/Corporate Infrastructure: (See example list below)*

Example List

- *Organizational Planning Management*
 - *Strategic planning, business planning, legal/risk management, proposal development*
- *Business Development/Marketing/Sales*
 - *Market research, product forecasting, web-based marketing, e-commerce*
- *Human Resource Management*
- *Financial Management*
- *Contract Management*
- *Facilities and Plant Management – security, health & safety, OSHA standards*

(ii) *Engineering and technical: (See example list below)*

Example List

- *Quality Management Programs*
 - *ISO 9000 certification, SEI/CMM certification*
- *Logistic Systems*
 - *Supply chain management, transportation management*
- *Sensing & Imagery*
- *Environmental Remedial System Design*
- *Hazardous Material Control*
- *Metal Machining*
- *Fiber Optics System Design*
- *Network Systems*

- *Design and engineering, implementation*
- *Information System Design*
- *Tooling Design & Fabrication*
- *Product Assembly Technique*
- *Supply Chain Management*

(iii) *Any other assistance designed to develop the capabilities of the protégé firm under the developmental program.*

(b) *Award of subcontracts under DoD contracts or other contracts on a non-competitive basis.*

(c) *Payment of progress payments for the performance of subcontracts by a protégé firm in amounts as provided for in the subcontract; but in no event may any such progress payment exceed 100 percent of the costs incurred by the protégé firm for the performance of the subcontract. Provision of progress payments by a mentor firm to a protégé firm at a rate other than the customary rate for small disadvantaged businesses shall be implemented in accordance with FAR 32.504(c).*

(d) *Advance payments under such subcontracts. Mentor firms must administer advance payments in accordance with FAR Subpart 32.4.*

(e) *Loans.*

(f) *Investment(s) in the protégé firm in exchange for an ownership interest in the protégé firm, not to exceed 10 percent of the total ownership interest. Investments may include but not be limited to cash, stock, contributions in kind, etc.*

(g) *Assistance obtained by the mentor firm for the protégé firm from one or more of the following:*

(i) *Small Business Development Centers (SBDC) established pursuant to section 21 of the Small Business Act (15 U.S.C. 648).*

(ii) *Entities providing procurement technical assistance pursuant to chapter 142 of Title 10 U.S.C. (Procurement Technical Assistance Centers.)*

(iii) *Historically Black Colleges and Universities.*

(iv) *Minority Institutions of higher education.*

13. Value to the Department of Defense. *Provide a summary of the value(s) this agreement will bring in support of the Department of Defense's, Military Departments'/Other Defense Agencies', and the Warfighters' mission(s).*

Examples:

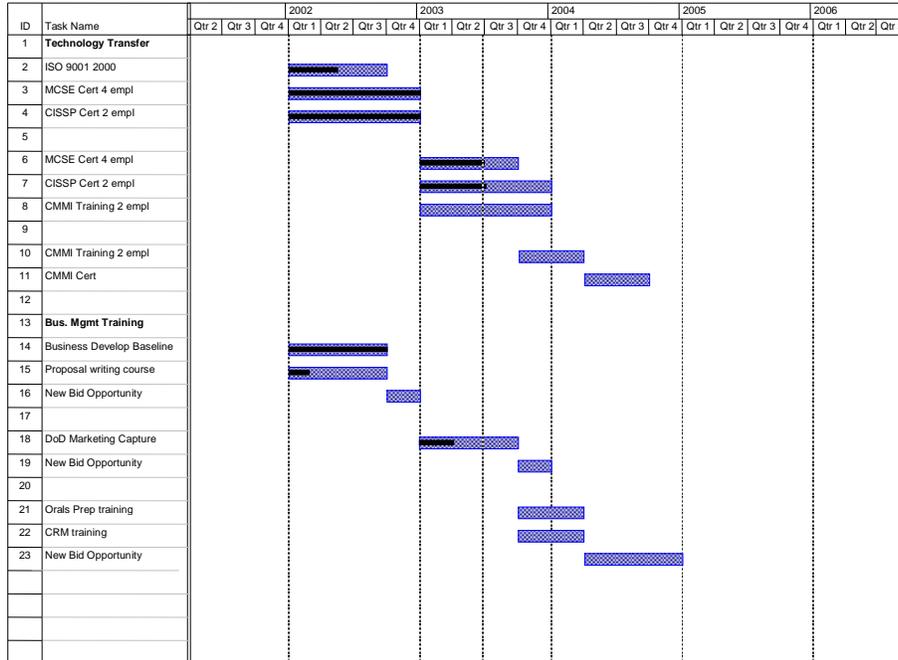
(a) *Stimulate and transition innovative technologies into established Defense Acquisition programs*

(b) *Resolve operational challenges and other critical national security requirements*

(c) *Increase supplier base and improve competition in key defense industries or emerging technical domains*

- 14. Milestones.** Define milestones for providing the identified developmental assistance. (Gantt chart) The charts will be submitted with the agreement execution and updated charts will be submitted to program managers every calendar quarter. (See example below)

Example Gantt Chart



- 15. Metrics.** The success of the Mentor-Protégé program will be measured quarterly by a system of metrics designed to ensure adherence to the milestones outlined in the program plan, achieve complete technology transfers in the business and achievement of revenue and contracting awards. The Mentor, following review by the Protégé will submit the quarterly status to the Military Department/Defense Agency Program Manager. An information copy will also be sent to the OUSD (AT&L) OSBP Mentor-Protégé Program Manager. Program progress will be measured quarterly and in the Semi-Annual reports. In addition to the developmental assistance plan, provide factors to assess the protégé firm's developmental progress under the Program. Mandatory metrics will include but are not limited to the following:

The quantitative measures for the success of this program will include:

- Planned tasks started on time; planned tasks behind schedule
- Planned tasks completed on time; planned completions behind schedule
- Development program on/off schedule
- The number of certifications completed and in progress
- Agreement budget variance report by task area/developmental assistance categories (see section 12(a) of this template for assistance category)
- The number of DoD prime/sub contracts, Federal subcontracts, other contracts awarded to Protégé
- Annual revenue of Protégé
- Status of Semi-Annual report submission.

16. Termination Procedures (Mentor).

Voluntary: *Provide the procedures for the mentor firm to notify the protégé firm in writing at least 30 days in advance of the mentor firm's intent to voluntarily withdraw its participation in the Program. Mentor firms may only voluntarily terminate the mentor-protégé agreement if they no longer want to be a participant in the Program as a mentor firm.*

For Cause: *Provide procedures for the mentor firm to terminate the mentor-protégé agreement for cause which provide —*

- *The protégé firm shall be furnished a written notice by the Mentor firm of the proposed termination, stating the specific reasons for such action, at least 30 days in advance of the effective date of such proposed termination.*
- *The protégé firm shall have 30 days to respond to such notice of proposed termination, and may rebut any findings believed to be erroneous and offer a remedial program.*
- *Upon prompt consideration of the protégé firm's response, the mentor firm shall either withdraw the notice of proposed termination and continue the protégé firm's participation, or issue the notice of termination.*

The decision of the mentor firm regarding termination for cause, conforming with the requirements of this section, shall be final and is not reviewable by the DoD.

17. Voluntary Termination Procedures (Protégé). *Provide procedures for a protégé firm to notify the mentor firm in writing at least 30 days in advance of the protégé firm's intent to voluntarily terminate the mentor-protégé agreement.*

18. Joint Venture and/or Affiliation. *Mentors are required to include a written statement on all agreements that no joint-venture or affiliation with the protégé firm exists.*

- *For the purpose of this agreement, a joint-venture is a contractual agreement joining together two or more parties for the purpose of executing a particular business undertaking. This is not meant to be confused with a teaming arrangement where no control can be exercised by either party as part of the arrangement.*
- *For the purpose of this agreement, an affiliation is the state of having shared business interests or efforts (e.g. interlocking directorates or ownership, or where employees, equipment, and/or facilities, are shared).*

19. Additional Terms and Conditions. *Describe any other additional terms and conditions as may be agreed upon by both parties.*

All correspondence and inquiries by OUSD (AT&L), Military Departments, and Defense Agencies will be addressed to the Points of Contact that you provide below.

20. Mentor Firm Point of Contact (POC).

Name:	
Title:	
Address:	
Telephone/ext.:	
Fax:	
E-mail:	

21. Protégé Firm Point of Contact (POC).

Name:	
Title:	
Address:	
Telephone/ext.:	
Fax:	
E-mail:	

22. Procuring Contracting Officer (PCO). *(Direct reimbursable agreements only)*

Name:	
Title:	
Address:	
Telephone/ext.:	
Fax:	
E-mail:	

23. Mentor Firm's Cognizant Administrative Contracting Officer (ACO).

Name:	
Title:	
Address:	
Telephone/ext.:	
Fax:	
E-mail:	

24. Mentor Firm's Cognizant Defense Contract Management Agency (DCMA) Contract Administration Office (CAO).

Name:	
Title:	
Address:	
Telephone/ext.:	
Fax:	
E-mail:	

25. Protégé Firm's Cognizant Defense Contract Management Agency (DCMA) Contract Administration Office (CAO)

Name:	
Title:	
Address:	
Telephone/ext.:	
Fax:	
E-mail:	

26. Report & Review Requirement. *Attach a statement from each firm indicating their willingness to comply with the Program's reporting and review requirements (i.e., the semi-annual reports, the annual performance reviews that will be conducted by the Defense Contract Management Agency (DCMA)). The protégé must also include in their statement they will provide data on employment and revenues for two years after the conclusion of the agreement.*

27. Signature of Each Party. *The Mentor and Protégé are required to sign and date this agreement. **Titles of the individuals must also be included.** Please note: a mentor firm may not require an SDB concern to enter into a mentor-protégé agreement as a condition for being awarded a contract by the mentor firm including a subcontract under a DoD contract awarded to the mentor firm.*

Mentor

Protégé

Printed Name

Printed Name

Signature

Signature

Title

Title

Date

Date