



HIGHLIGHTS

- **Comprehensive Government Contracts and Grants Representation**
Wilson Sonsini advises clients on a wide range of government contracts and financial assistance agreement issues, including formation, administration, and closeout, navigating clients through complex U.S. government procurement regulations.
- **A Team with Diverse Experience and Perspectives**
Wilson Sonsini's government contracts practice is anchored by former government agency lawyers, former military personnel, and former executives from major aerospace and defense contractors. Our attorneys leverage our unique insight into government processes, offering business-oriented solutions to complex government contract and grant issues.

OVERVIEW

Practice Summary

Wilson Sonsini's Government Contracts Practice represents clients—from growing private companies to established public companies—in their efforts to do business with U.S. government agencies. Guiding them through complex government procurement rules and requirements, our team includes former civilian and military government attorneys, as well as former in-house general counsel. Through this experience, we understand the government's approach to its contracting process. Our diverse experience gives us a broad perspective regarding the legal, business, operational, transactional, and regulatory issues that arise when contracting with the government.

Our Team

Our attorneys include former civilian and military government agency attorneys and program managers, as well as former in-house general counsel and executives from global aerospace and defense contractors.

Our government contract attorneys have served as officials in the U.S. Departments of Defense, Energy, Homeland Security, Justice, State, Environmental Protection Agency, General Services Administration, NASA, National Science Foundation, National Oceanic and Atmospheric Administration, USAID, and the U.S. Intelligence Community.

Our Experience

Wilson Sonsini's government contracts practice is well-positioned to navigate complex procurement issues, drawing not only on our industry experience, but also on our experience in the U.S. government. Our team advises clients on a wide range of government contracts and financial assistance agreement issues, including formation, administration, and closeout.

Our collective experience allows us to provide insight into government processes and decision-making and practical business-oriented solutions to complex issues facing companies pursuing and performing government contracts and grants. Our comprehensive understanding of regulations, contract requirements, and business practices allows us to tailor advice to the needs of each client,

ranging from helping start-ups and emerging companies secure their first government awards to helping Fortune 100 clients balance the compliance requirements of public sector work with their existing commercial practices.

Topics on which we advise include:

Contract/Grant Awards

- Solicitation requirements and proposal compliance, including program eligibility, representations and certifications, data management and cybersecurity requirements, IP/data rights disclosures, and terms and conditions
- Teaming and joint venture agreements
- Government intellectual property and data rights
- Supply schedules (GSA, SEWP, VA FSS)
- Organizational conflicts of interest (OCI) and personal conflicts of interest (COI) identification and mitigation
- Cooperative agreements, grants, and other transaction authority (OTA) awards
- Anti-Kickback Act, False Claims Act (FCA), Truthful Cost and Pricing Act (aka TINA), and Procurement Integrity Act (PIA) compliance
- Cooperative research and development agreements (CRADAs) and MOUs/MOAs

Subcontract Administration

- Subcontract drafting and negotiation
- Procurement policies and procedures development
- Sole-source justifications
- Mandatory flow-downs
- Supplier representations and certifications
- Denied party screening and due diligence

Small Business

- Eligibility for Small Business Innovation Research (SBIR)/Small Business Technology Transfer (STTR) awards
- Eligibility for 8(a), Veteran-Owned Small Business (VOSB), Service-Disabled Veteran-Owned Small Business (SDVOSB), Woman-Owned Small Business (WOSB), Economically Disadvantaged Women-Owned Small Business (EDWOSB), and HUBZone small businesses
- Analysis of affiliation determinations and Venture Capital Operating Company (VCOC) ownership

Regulatory Compliance and Internal and Government Investigations

- Advise on Federal Acquisition Regulations (FAR) and supplement (e.g., DFARS) clauses
- Requirements imposed by the Office of Federal Contractor Compliance Programs (OFCCP)
- Compliance with the Buy American Act (BAA)/Trade Agreements Act (TAA)
- Contractor code of business ethics and conduct and other related corporate compliance programs
- Conducting employee compliance and ethics training
- Cybersecurity Maturity Model Certification (CMMC) and NIST 800-171 compliance
- Cybersecurity incident response
- System for Award Management registration (SAM) and obtaining CAGE codes
- Advising on mandatory and voluntary disclosures
- Assisting with and conducting internal investigations
- Representing clients before agency Inspectors General (IGs)
- Representing clients before the Criminal Division, Civil Division, and National Security Division of the Department of Justice
- Revolving Door/Joint Ethics Regulations (JER)/Post-Government Employment (PGE)
- Gifts and gratuities

Contract/Grant Administration

- Protecting contractors' intellectual property and technical data rights
- Data rights and patent provisions
- Record-keeping/document-retention requirements and government audit rights
- Contract novations and name changes
- Government property administration (GFP)
- Freedom of Information Act (FOIA) responses

Classified Contracts and Foreign Ownership Control and Influence (FOCI)

- Assist contractors in obtaining facility clearances
- Draft and negotiate FOCI mitigation agreements

- SF-328 preparation and NISS
- National Industrial Security Program Operating Manual (NISPOM)

Transactional

- Government contracts diligence
- Mergers, acquisitions, and divestitures
- Asset purchases and sales
- Advising on and representing clients in business transactions resulting in foreign ownership and control of U.S. defense contractors
- Formation of subsidiaries to perform government contracts
- Assist foreign companies in obtaining government contracts