

Overview

Benefit from a team that regularly combines the strengths of Dentons' Government Contracts with our top Corporate Transactional practice to help you operate in the federal space across the complete spectrum of business transactions, including those unique to companies that do work for the federal government. Look to our unique qualifications to identify government contracts issues, risks and opportunities that may be missed by a transaction team that includes only corporate lawyers.

Rely on our corporate and government contracts lawyers who have extensive experience working with government contractors to pursue, negotiate and close mergers and acquisitions, joint ventures, strategic alliances and teaming agreements, and pursue debt and equity securities offerings (both public and private). Turn to us when structuring and negotiating public-private partnerships with various US government, state and local agencies and authorities; conducting internal investigations to ensure compliance with US government contract specific requirements; or organizing and implementing traditional internal corporate financial and ethical investigations.

Our integrated and interdisciplinary manner provides you with advice on the special issues that affect government contractors, including with respect to due diligence matters, contract compliance and novation requirements, security clearance issues, special representations and warranties, indemnities, deferred compensation obligations and other contractual provisions.

Should you need support in connection with sale transactions, whether the sale involves your entire business enterprise or is limited to specific subsidiaries or divisions, we will work with you and your financial advisors in connection with establishing, or participating in, auctions or competitive bid processes.

Structuring, negotiating and closing deals involving government contractors requires understanding and mastery of the special issues affecting those transactions. We are well positioned to advise you on a full array of those issues, including:

- Special legal due diligence issues, including truth-in-negotiation and false claims issues, security clearance matters, detailed analysis of government contracts and intellectual property matters
- Novation issues, both analysis of when needed and how to navigate the process and tailoring of those agreements to allocate the risk of post-closing liabilities among the purchaser, the seller and the government
- Special financial due diligence issues, including Cost Accounting Standards, audits, contract valuation, pension and post-retirement benefits and cost-of-acquisition issues
- Evolving foreign ownership issues, including Committee on Foreign Investment in the United States (CFIUS), Exon-Florio and Foreign Ownership, Control or Influence (FOCI) matters, including counsel specific to the Department of Energy's (DOE) unique perspectives and concerns on the application of these rules to foreign involvement in the work at its sites and labs
- Treatment of environmental liabilities that requires an understanding of the contracts with federal agencies, including the DOE, the applicable environmental statutes and regulations and the agency's approach to environmental compliance and the regulators
- Security clearance issues, including transferring and obtaining clearances in connection with transactions
- Impact of the federal assignment of claims statute and related loan structuring issues

- Special representations and warranties, indemnity and other contractual provisions
- Service Contract Act and Davis-Bacon Act compliance and related issues
- Recertification requirements and other issues related to SBA, 8(a) and other set-aside programs

Representative Experience

Corporate transactions involving government contractors

- Represented PhaseOne Communications, Inc., a provider of communication services to the Intelligence Community, US Department of Defense and Fortune 500 clients, in its sale to The SI Organization, Inc., a portfolio company of Veritas Capital.
- Represented Battlefield Telecommunications Systems, LLC (BTS), a provider of advanced, mobile telecommunications technology, software development and integration to the US government and the private sector, in a management buyout transaction.
- Represented LinQuest Corporation in its acquisition of all of the assets necessary to provide advisory and assistance support to the US Air Force Space Command, NORAD/USNORTHCOM and the Space Innovation and Development Center from Schafer Corporation.
- Represented Vexcel Corporation, a wholly owned subsidiary of Microsoft Corporation, in the sale of its Remote Sensing Solutions products and services division to SeaSpace Corporation.
- Represented Capital City Technologies in its sale to Ernst & Young, LLP. Capital City Technologies, which provides high-end strategic program management, financial compliance, enterprise resource planning integration and financial management services to various agencies and divisions of the US Department of Defense, joined Ernst & Young's government and public sector advisory group.
- Represented Lockheed Martin Corporation in the closing of its United Kingdom public-private partnership project. The company and a United Kingdom defense contractor formed a joint venture to partner with the UK Ministry of Defense on a program with an estimated value of US\$12 billion.

Engagements as special government contracts counsel in M&A transactions

- Represented ON Semiconductor in connection with government contracts and security clearance issues related to its recent acquisition of AMI Semiconductor.
- Represented ITT Industries, Inc., in connection with its acquisition of Eastman Kodak Company's Remote Sensing Systems operation.
- Represented Cantronic Systems in connection with export control issues related to its acquisition of QWIP Technologies.
- Multiple engagements with each of Orbital Sciences Corporation and Hughes Network Systems to advise on government contracts matters in connection with M&A transactions.