



Department of Defense
Office of Small Business Programs

Mentor-Protégé Program

Mentor-Protégé Agreement Template (MPA)

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 and Sustainment (OUSD A&S) or cognizant Military Service or Defense Agency OSBP for approval. For companies seeking direct reimbursement of developmental assistance costs, your submission should be made through the cognizant Military Service or Defense Agency OSBP. For companies seeking credit for 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 of the MPA is the date of the approval letter.

Direct Reimbursement Agreements: Developmental assistance costs may only be incurred upon the award of a contract or contract modification that incorporates a separate line item for the Mentor-Protégé agreement. Note: Official start date is the date of the contract/contract modification. Reimbursement is disbursed annually. Reimbursement is subject to availability of funds and assessment of annual performance reviews by DCMA.

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 encouraged.

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 (36 months).**

Number of Months:	
Anticipated Start Date:	
Anticipated Completion Date	

For Direct Reimbursable: Please provide the following.

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

Estimated Cost of Agreement: Provide two Basis of Estimate. 1) A cost breakdown of each year of effort - to be fully funded - by element of costs (i.e., employee labor, HBCU/MSI/APEX/SBDC/MII/WBC and incidental costs (not to exceed 10%). 2) A detailed cost estimate inclusive of the cost breakdown by the Developmental Task/ Subtasks and by Task Performer (prime or an authorized Subcontractor). Both estimates shall identify the corresponding period of performance for the proposed developmental assistance for each MPA year. The Cost Estimate by developmental assistance Type shall include a breakout by both engineering and technical assistance and general business development assistance for each proposed MPA year. Both cost estimates shall include:

- 1) Labor cost rolled up (all cost elements without fee/profit)
- 2) Authorized subcontractor(s) totals (Minimum of 5% and not to exceed 49% and provide copies of subcontractors' quotes)
- 3) Travel/Other Direct Costs (ODCs), including an estimate for 2 representatives from the Mentor firm and 2 representatives from the Protégé firm to attend the DoD Mentor-Protégé training Week

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

Mentor Eligibility. Provide a statement of corporate policy supporting the MPP and SB programs. Supply the DoD Mentor-Protégé Program approval letter dated within the last 5 years or attach the Mentor Application.

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

Name of Firm:	
Address:	
Telephone/ext.:	
Fax:	
Homepage:	
Business Type:	
Cage Code:	
UEI Number:	
Is this firm a large business?	
If no, identify the type of business (i.e., graduated 8a, other than SB)	
Industry (i.e., engineering, professional service, manufacturing)	
Mentor Approval Date:	
Mentor Expiration Date:	
DoD and other Federal Agency Customers: (i.e., AFC, NAVSUP, AFRL, SBA, DOE, HHS)	
Is the firm currently performing under any active DoD MPP Agreements? If yes, please provide the sponsor (i.e., Army, Navy, Air Force)	
Is the firm currently performing under any active federal agency MP programs? If yes, with which agency?	

3. 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 the Mentor Firm has one or more DoD contracts with an active small business subcontracting plan. Identify and describe the Mentor Firm's qualifications, capabilities, experience with small business assistance, expertise in related technical areas, proposed facilities and equipment, and capacity for achieving the proposed agreement objectives. Identify and summarily describe the Mentor Firm's past performance, if any, in the DoD or other Federal MPPs. Include all past and active MPAs and proposed agreements currently being considered, to include start & end dates and agency. Identify any past Nunn-Perry awards and/or any significant mentoring accomplishments. Indicate whether your company has been a small disadvantaged business (SDB), woman-owned small business (WOSB), or 8(a). If a graduated 8(a), please include graduation date. Please be specific to this proposed project and avoid generalities.*

4. **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 the fiscal year here represents 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-__		\$

5. **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 the fiscal year here represents 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-__		\$

Potential Subcontracts. *Describe how you intend to make the protégé a vendor of choice. Provide 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 the fiscal year here represents the government's fiscal year which runs October 1 through September 30.*

NOTE: Each Military Service or Agency may have a required minimum subcontract percentage commitment based on the total agreement cost.

Estimated Potential Subcontract Awards to this Protégé			
Fiscal Year	Number	Dollar Amount	Type (Supply/Service)
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.

- A. Identified specific marketplace, competitors, and how Protégé will exploit new technology
- B. Identified areas of expanded business relationship (with sponsor and one other organization)

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) © of the Small Business Act (15 U.S.C. 637(d)(3) ©) 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 Small in primary NAICS code*
 - (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), including EDWOSB 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)).*
- (7.) *An entity owned and controlled by an Indian tribe*
- (8.) *A nontraditional defense contractor*
- (9.) *An entity that currently provides goods or services in the private sector that are critical to enhancing the capabilities of the defense supplier base and fulfilling key DoD needs*

6. Protégé Firm Information. *Provide the following below.*

(Be sure to include the protégé firm's organizational chart identifying key personnel, positions, roles, and responsibilities.)

Name of Firm:		
Address:		
Telephone/ext.:		
Fax:		
Homepage:		
Industry/Bus. Type: <i>(e.g., Svc – 80% Mfg. – 20%)</i>	Construction:	
	Manufacturing:	
	R&D:	
	Service:	
Does Ownership Identify as Part of the Socially Disadvantaged		

Designated Groups? If yes, please identify. (i.e., Black, Hispanic, Native, Asian Pacific, and/or Subcontinent Asian American)				
Year Established:				
Cage Code:				
UEI Number:				
Number of Employees:				
Annual Gross Revenue: (for previous Corporate FY)				
SDB	Entrance Date:		Expiration Date:	
SDVOSB	Entrance Date:		Expiration Date:	
8(a)	Entrance Date:		Expiration Date:	
WOSB	Entrance Date:		Expiration Date:	
EDWOSB	Entrance Date:		Expiration Date:	
HUBZone	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		

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 the fiscal year here represents 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 the fiscal year here represents 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-		\$	\$

- 7. 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). Please be specific to this proposed project and avoid generalities.
- 8. Protégé Firm's Previous Program Participation.** Provide the following information if the protégé firm has previously participated in the DoD Mentor-Protégé Program or any other Federal Mentor-Protégé Program. Provide a statement (separate enclosure to this agreement) that there will be no material duplication of assistance (i.e., developmental assistance provided by this mentor or any other 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: (e.g., Army, Navy, Air Force, DCMA, DIA, DLA, DTRA, MDA, NGA, NSA, SOCOM)	
Other Federal: (e.g., DOE, DHS, FAA, NASA, SBA, US DOT, US Dept. TREASURY)	
Type: (credit or direct reimbursed)	
Period of performance of previous agreement: (in months)	
Termination Date: (if applicable)	
Termination Reason: (if applicable)	

9. **Involvement of HBCU/MSI/APEXACC/SBDC/MII/WBDC.** Identified use of organizations' capabilities, facilities, faculty, and/or interns.
10. **Management Plan.** Provide detailed organizational structure for both the mentor and the protégé. *(Be sure to include mentor and protégé firms' organizational chart identifying key personnel, positions, roles, and responsibilities)*
 - (i) Discuss roles and responsibilities for the management team.
 - (ii) Discuss problem resolution and methods.
 - (iii) Describe how the mentor will offset the protégé's potential loss of productivity and revenue while key personnel are in training.
11. **Developmental Assistance Plan.** *Describe in detail the developmental plan for the protégé firm specifying the type of assistance planned (include a copy of the needs assessment). 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 plan is not expected to conform to only the examples listed below, nor is your developmental assistance plan expected to provide assistance in all of the examples cited. Please also note that some examples cited under (i)(a) and (ii)(a) may be interchangeable within the two categories. Types of developmental assistance allowable under the program are:

(i) Business Infrastructure training and mentoring tasks/subtasks

(a) Assistance by mentor firm personnel in —

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*

(b) Outline how infrastructure improvements will increase competitiveness.

(c) Identify how MPA will assist in meeting supply standards and secure the supply chain.

(ii) Technical/Engineering/Manufacturing/Technology Transfer training and mentoring tasks/subtasks

(a) Engineering and technical: (See example list below) Minimum 51%

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*

(b) Describe how technology would be transferred.

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

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

(b) 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).

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

(d) Loans.

(e) 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. (APEX Accelerators)*
- (iii) Historically Black Colleges and Universities (HBCU)*
- (iv) Minority-Serving Institutions of higher education. (MSI)*
- (v) Manufacturing Minority Institutions (MII)*
- (vi) Women's Business Development Center (WBDC)*

12. Value to the Department of Defense and Agency. *Provide a summary of the value(s) this agreement will bring in support of the Department of Defense's, Military Departments'/Other Defense Agencies,' the Warfighters' mission(s), and programs and systems of record. Please be specific to this proposed project and avoid generalities.*

Examples:

- (a) Stimulate and transition innovative technologies into established Defense Acquisition programs*
- (b) Resolve operational challenges and other critical national security requirements*
- (c) Increase and secure supplier base and improve competition in key defense industries or emerging technical domains*
- (d) Maintain and improve cyber security and proactively avoid falling under Foreign Ownership, Control, or Influence (FOCI) as defined by 32 CFR 117.11 (please complete the FOCI questionnaire)*

13. Milestones. *Define milestones for providing the identified developmental assistance, inclusive of start and end dates. (Gantt chart) The charts shall be submitted with this agreement submission and updated charts will be submitted to program managers and DCMA during scheduled quarterly PMR's and as changes occur outside of the normal quarterly submissions. (See example below)*

Example Gantt Chart

Mentor Name – Protégé Name Mentor Protégé Program					Base Year				Option Year 1				Option Year 2			
ID	Task Name	Duration in Days	Original Start Date	Original End Date	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4
1	Technology Transfer															
2	ISO 9001-2000	255	12-Oct-23	23-Jun-24												
3	MSCE CERT 4 empl	353	3-Oct-23	20-Sep-24												
4	CISSP Cert 2 empl	353	3-Oct-23	20-Sep-24												
6	MSCE CERT 4 empl	265	2-Oct-24	24-Jun-25												
7	CISSP Cert 2 empl	333	7-Oct-24	5-Sep-25												
8	CMMC Training 2 empl	340	15-Oct-24	20-Sep-25												
10	CMMC Training 2 empl	247	4-Jul-25	8-Mar-26												
11	CMMC Cert	181	27-Mar-26	24-Sep-26												
12																
13	Bus. Mgmt Training															
14	Business Develop Baseline	234	2-Oct-23	23-May-24												
15	Proposal Writing Course	181	12-Oct-23	10-Apr-24												
16	New Bid Oppoertunity	50	1-Aug-24	20-Sep-24												
18	DoD Marketing Capture	233	15-Oct-24	5-Jun-25												
19	New Bid Opportunity	32	4-Jul-25	5-Aug-25												
21	Orals Prep Training	77	4-Aug-25	20-Oct-25												
22	CRM Training	28	4-Sep-25	2-Oct-25												
23	New Bid Oppoertunity	189	5-Mar-26	10-Sep-26												

14. 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 (A&S) OSBP Mentor-Protégé Director. Program progress will be measured monthly, 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 and qualitative 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/subcontracts, Federal subcontracts, other contracts awarded to Protégé*
- *Annual revenue of Protégé*
- *Status of Semi-Annual report submission*

- *Increase participation of protégé firms in DoD science and technology programs (e.g., AFWerx, Sofwerx, NavalX, SBIR, RIF, ManTech, NSIN (formerly MD5), etc.).*
- *Improve cyber hygiene and readiness of the Defense industrial base by providing resources, information, training, and risk assessments.*
- *The number of potential innovative technologies transitioned into DoD Programs of Record and fielded systems (emerging technologies)*
- *Increase the numbers of Small Businesses that are prepared to compete in the Category Management (Best-In-Class) contracts*
- *Job creation of Protégé firms by sector from the date of MPA execution until 5-years after MPA completion*

15. 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.

16. 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.*

17. 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).*

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

All correspondence and inquiries by OUSD (A&S), Military Departments, and Defense Agencies will be addressed to the Points of Contact that you provide below. Mentor Firm Point of Contact (POC).

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

19. Protégé Firm Point of Contact (POC).

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

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

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

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

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

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

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

23. Report & Review Requirement. *Attach a statement from each firm indicating their willingness to comply with the Program's reporting and review requirements to include (at a minimum):*

Monthly Progress report - Provides visibility of monthly progress, costs, schedules, performance, and contracts (highlighting activities, meetings, financials, accomplishments, and challenges)

PM Management review – provide quarterly progress of the MPA (highlighting activities, meetings, financials, accomplishments, and challenges)

Semi-Annual performance review – Highlights accomplishments of the MPA and proteges firms' contract activity, revenue, employment progress (due 30 April and 31 October)

Annual performance review - performed by DCMA to ensure the continuous progress of tasks outline in the plan and allow for each participate to provide one on one feedback positive or negative

Post-performance review – provides valuable data on return on investment (ROI) conducted by DCMA for 5 years post-performance on protégé firm progress and accomplishments

24. 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 a Small Business concern to enter into a mentor-protégé agreement as a condition for being awarded a contract or a subcontract by a mentor firm.*

Mentor

Protégé

Printed Name

Printed Name

Signature

Signature

Title

Title

Date

Date