



→ Keith R. Szeliga

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Keith Szeliga is a partner in the Government Contracts Practice in the firm's Washington, D.C. office. He is also a member of the firm's Aerospace, Defense & Government Services Industry Team.

Areas of Practice

Keith represents clients ranging from small businesses to the nation's largest defense contractors in a broad range of government contracts matters, including:

- Bid protests before the Government Accountability Office (GAO) and the Court of Federal Claims;
- Small business size protests and appeals before the SBA Office of Hearings and Appeals (OHA);
- Government contracts compliance, including compliance programs, reviews and counseling;
- Mergers and acquisitions (M&A) involving government contractors;
- Audits and investigations, including internal investigations, DCAA audits and OIG investigations;
- Suspension and debarment proceedings;
- Subcontracts and teaming agreements and disputes; and
- Contract Disputes Act (CDA) claims and appeals.

Keith advises clients regarding the full spectrum of statutes and regulations applicable to government contractors. Representative areas in which Keith has specialized expertise include:

- Government contracts cost and pricing issues, including the Cost Principles, the Cost Accounting Standards (CAS) and the Truth in Negotiations Act (TINA);
- Rights in technical data, computer software and patents under government contracts;
- Personal and organizational conflicts of interest (PCIs and OCIs);
- Revolving door and other post-government employment restrictions;
- Procurement Integrity Act (PIA) compliance;
- Small business issues relevant to government contractor M&A;
- Bribery, gratuities and kickbacks;
- False Claims Act (FCA) and other fraud allegations; and
- The FAR Mandatory Disclosure Rule.

Keith publishes and lectures frequently on these and other topics of interest to the government contracts community. His articles have been cited in several court opinions and numerous law review articles.

Honors

- Recognized as a Leading Lawyer by *Chambers USA*, 2021-2025
- Named to *Who's Who Legal: Public Procurement*, 2015-2023
- Recommended lawyer in *The Legal 500 United States*, 2018-2025
- Editorial Board, Pratt's Government Contracting Law Reports, 2023

Experience

Government Contracts Compliance Counseling:

Keith regularly counsels clients ranging from small businesses to Fortune 500 companies regarding compliance with the statutes and regulations that apply to government contractors. His experience in this area includes:

- Developing and implementing government contracts compliance programs
- Conducting government contracts compliance reviews
- Drafting government contracts codes of business ethics and conduct
- Preparing government contracts policies, procedures and training materials
- Providing government contracts compliance training
- Analyzing and mitigating the risks inherent in becoming a government contractor
- Answering complex compliance questions on a daily basis

Government Contracts Cost and Pricing:

Keith advises clients in matters involving the allowability, allocability, and reasonableness of costs under the FAR Cost Principles; the allocation and assignment of costs under the Cost Accounting Standards (CAS); and the disclosure of cost and pricing data under the Truth in Negotiations Act. Representative examples of his experience include:

- Preparing a claim for internal restructuring costs that resulted in a settlement pursuant to which the client recovered hundreds of millions of dollars
- Preparing a claim that resulted in a final decision allowing a contractor to retain hundreds of millions of dollars in insurance recoveries for damages incurred as a result of Hurricane Katrina
- Assisting a defense contractor with DCAA audits and a potential claim involving hundreds of millions of dollars incurred for internal restructuring costs
- Defending a company responsible for building a first-of-its-kind nuclear weapons facility against a notice of intent to disallow certain construction costs
- Counseling a large defense contractor regarding the allowability and allocability of environmental remediation costs
- Conducting investigations involving allegations relating to various categories of allegedly unallowable costs
- Conducting an estimating system review for an aerospace and defense contractor

- Drafting policies and procedures to enhance TINA compliance and minimize defective pricing risk

Government Contracts Intellectual Property:

Keith has substantial experience advising clients regarding rights in technical data, computer software, and patents under Government contracts. His expertise in this area includes:

- Counseling clients regarding the FAR, DFARS and DEAR technical data, computer software, and patent rights clauses
- Helping clients to refine their Government contracts intellectual property strategies
- Negotiating intellectual property rights under Government contracts and subcontracts
- Tailoring commercial computer software licenses for Government use
- Assisting clients with issues involving authorization and consent pursuant to 28 U.S.C. § 1498
- Developing and implementing policies, procedures, and training materials to protect rights in technical data, computer software, and patents
- Conducting internal reviews to determine the allocation of intellectual property rights under Government contracts
- Supporting claims involving rights in technical data and computer software

Bid Protests:

Keith is an experienced bid protest attorney. He has represented protestors and intervenors in numerous bid protests filed at the Government Accountability office and Court of Federal Claims. Representative bid protest matters include:

- Successful defense of a bid protest challenging the Air Force's cancellation of a request for proposals and decision to conduct a task order procurement for the Air Force's Permanent Change of Station Modernization Program (*MLINQS, LLC v. United States*, 2023 WL 2366654 (Fed. Cl. March 6, 2023))
- Successful defense of a bid protest challenging the Federal Emergency Management Agency's award of a blanket purchase agreement to Deloitte Consulting for enterprise program technical support services (*Guidehouse, Inc.*, B-4211132, B-421132.2, Dec. 19, 2022, 2022 CPD 318)
- Successful defense of a bid protest challenging the National Geospatial-Intelligence Agency's award of a contract to Deloitte Consulting to build and operate a corporate automation implementation center (*Steel Point Solutions, LLC*, B-419709.3, Dec. 21, 2021, 2022 CPD 14)
- Successful representation of Deloitte Consulting in a bid protest challenging the Centers for Medicare and Medicaid Services' award of a \$330 million task order for information technology services to support healthcare.gov (*Deloitte Consulting, LLP*, B-418321.5, B-418321.6, Aug. 19, 2021, 2021 WL 4054169)
- Successful defense of a bid protest challenging the Defense Information Systems Agency's award of a \$37 million task order to SES Government Solutions for satellite bandwidth to support the United States Air Force Central Command (*Ultisat, Inc.*, B-418769.2, B-418769.3, Feb. 26, 2021, 2021 CPD 110)
- Successful defense of a bid protest challenging the Defense Information System Agency's award of a \$26 million contract to SES Government Solutions to support the National Guard Bureau (*Ultisat, Inc.*, B-418146.2, B-418146.3, May 19, 2020, 2020 CPD 282)
- Successful defense of a bid protest challenging the Department of Labor's award of a blanket purchase agreement to Deloitte Consulting for enterprise-wide support services (*22nd Century Technologies, Inc.*,

B-418029 *et al.*, Dec. 26, 2019, 2019 CPD 14)

- Successful defense of a bid protest challenging the Defense Health Agency's award of a \$235 million task order to Deloitte Consulting for project management and program management support services (*KSJ & Assocs., Inc.*, B-417850, Nov. 18, 2019, 2019 WL 6490839)
- Successful defense of a bid protest challenging the Navy's award of a \$937 million contract to Huntington Ingalls for planning yard support services for littoral combat ships (*Austal USA, LLC*, B-417593, Aug. 28, 2019, 2019 CPD 207)
- Successful defense of a bid protest challenging the United States Agency for International Development's award of a \$74 million task order to Deloitte Consulting for technical services to implement the West Africa Energy Program (*Nexant, Inc.*, B-417421, B-417421.2, June 26, 2019, 2019 CPD 242)
- Successful defense of a bid protest, at the preliminary injunction, interlocutory appeal, and final judgment stages, challenging the Navy's award of a \$43 million contract for low pressure electrolyzer oxygen-generating systems for submarines (*Treadwell Corp. v. United States*, 133 Fed. Cl. 371 (2017), *aff'd* 726 Fed. Appx. 826 (Fed. Cir. June 13, 2018); *Treadwell Corp. v. United States*, 2019 WL 1578386 (Fed. Cl. Apr. 12, 2019))
- Successful defense of a bid protest challenging the Department of Homeland Security's award of a \$65 million contract to Deloitte Consulting for professional, technical, and operational support services (*Wyle Laboratories, Inc.*, B-416582.2, Jan. 11, 2019, 2019 CPD 19; *Wyle Laboratories, Inc. – Reconsideration*, B-416582.3, Mar. 6, 2019, 2019 CPD 102)
- Successful representation of Shearwater Mission Support in a bid protest challenging the Department of the Navy, Naval Facilities Engineering Command's award of a \$79 million contract for base operation support services (*Shearwater Mission Support, LLC*, B-416717, Nov. 20, 2018, 2018 CPD 402)
- Successful defense of bid protest challenging the Air Force's award of a billion dollar contract to Deloitte & Touche for Financial Improvement and Audit Readiness Support (*KPMG LLP v. United States*, 139 Fed. Cl. 533 (2018))
- Successful defense of bid protest challenging the Department of Education's award of a \$75 million task order to IBM for information technology support services (*NTT DATA Services Fed. Gov't*, B-416123 *et al.*, June 20, 2018, 2018 CPD 215)
- Successful defense of bid protest challenging the Department of Health and Human Services, National Institute of Child Health and Human Development's award of a \$19 million contract to Precision Bioservices for the operation of biosample and genetics repositories (*Fisher BioServices, Inc.*, B-413982.4, B-413982.6, Nov. 29, 2017, 2017 CPD 49)
- Successful defense of bid protest challenging the Department of the Army Corps of Engineers' award of a \$8 million small business set-aside task order to Engineering/Remediation Resource Group for environmental remediation services at munitions response sites (*EA Eng'g, Science, & , Inc.*, B-411967.2, Apr. 5, 2016, 2016 CPD 106)
- Successful defense of bid protest challenging the Defense Health Agency's corrective action in response to a sustained GAO protest (*PricewaterhouseCoopers Public Sector, LLP vs. United States*, 126 Fed. Cl. 328 (2016))
- Successful representation of Deloitte Consulting in bid protest challenging the Defense Health Agency's award of a \$53 million contract for process improvement and integration services for the Military Health System (*Deloitte Consulting LLP*, B-411884 *et al.*, Nov. 16, 2015, 2016 CPD 2)
- Successful defense of bid protest challenging the Department of the Army's award of a \$176 million contract to SAIC for services to support counter-insurgency and counter-IED devices in Afghanistan (*Science*

Applications Int'l Corp., B-407013, Oct. 19, 2012, 2012 CPD 308)

- Successful defense of bid protest challenging the General Services Administration's award of a Blanket Purchase Agreement to W.W. Grainger to supply hardware products to Marine Corps bases (*Woodcrest Ace Hardware-MSI Industrial Supply Co.*, B-401417, July 12, 2010, 2010 CPD 162)
- Successful defense of bid protest challenging the Army Material Command's award of a multibillion dollar contract to Northrop Grumman Cobham Intercoms LLC for an improved vehicle intercommunication system (*Telephonics Corp.*, B-401647, B-401647.2, Oct. 16, 2009, 2009 CPD 215)
- Successful defense of bid protest challenging the Social Security Administration's award of a GSA Schedule blanket purchase agreement to Hewlett-Packard for computer equipment (*Dell Marketing LP*, B-400784, Jan. 27, 2009, 2009 CPD 35)
- Successful defense of bid protest challenging the Naval Air Systems Command's award of a \$1.16 billion contract to Northrop Grumman for the Broad Area Maritime Surveillance Unmanned Aircraft System (*Lockheed Martin MS2 Tactical Sys.*, B-400135, B-400135.2, Aug. 8, 2008, 2008 CPD 157)
- Successful representation of Sikorsky Aircraft Company in bid protest challenging the Air Force's award of, and subsequent corrective action in connection with, a \$15 billion contract for the next generation of Combat Search and Rescue (CSAR-X) helicopters (*Sikorsky Aircraft Co.*, B-299145 et al., Feb. 26, 2007, CPD 45; *Lockheed Martin Sys. Integration-Owego*, B-299145.5 et al., Aug. 30, 2007, 2007 CPD 155)
- Successful defense of a classified agency's award of a contract for terrorism watch-listing services (unpublished)
- Successful representation of Northrop Grumman Information Technology in protest challenging the Department of the Army's failure to award one of several contracts in a nine-year, \$20 billion program for worldwide information technology services (*Multimax, Inc. et al.*, B-298249.6 et al., Oct. 24, 2006, 2006 CPD 165)
- Successful defense of the Department of Education's award of a contract for remote location home schooling (*IDEA Int'l, Inc. v. United States*, 74 Fed. Cl. 129 (2006))
- Successful representation of a small business in a GAO bid protest of the Army's award of a contract for inlet barrier filtration devices for the UH-60 helicopter (*Filtration Dev. Co. v. United States*, 60 Fed. Cl. 371 (2004))

Government Contracts Investigations:

Keith has conducted dozens of internal investigations. He has assisted with mandatory and voluntary disclosures and also defended clients in government investigations conducted by OIGs and DOJ.

Representative examples of issues with respect to which he has investigation experience include:

- Procurement Integrity Act (PIA) compliance
- Revolving door and other post-government employment restrictions
- Bribery, gratuities and kickbacks
- Personal and organizational conflicts of interest (PCIs and OCIs)
- Price reductions clause (PRC) and defective pricing allegations under GSA Schedule contracts
- Defective pricing under the Truth in Negotiations Act (TINA)
- Labor charging, including labor mapping and qualifications
- Mischarging of time and costs

- Unallowable and expressly unallowable costs
- False Claims Act (FCA) and related fraud allegations
- Product substitution
- Country of origin requirements (Trade Agreements Act, Buy American Act, Berry Amendment)
- Small business size status representations

Mergers and Acquisitions:

Keith represents clients in numerous corporate transactions involving government contractors. He advises clients regarding government contracts risks and opportunities; drafts and negotiates government contracts representations and other terms; and leads government contracts due diligence teams. Representative M&A transactions that he has supported from a government contracts perspective include the following:

- Represented the seller in the sale of La Jolla Logic, Inc. an advanced technology and engineering provider of cybersecurity, software development, and artificial intelligence/machine learning solutions to Department of Defense organizations, to Boecore, Inc.
- Represented Tex Tech Industries Inc. (a portfolio company of Arlington Capital Partners) in a transaction with SGL Carbon SE to acquire the operating assets of its Gardena, California site, including certain assets of SGL Composites Inc. (formerly named HITCO Carbon Composites).
- Represented DZYNE Technologies, Inc., a technology firm focused on designing and manufacturing unmanned aircraft systems for the U.S. Department of Defense and various other domestic and international government agencies, in its sale to Highlander Partners, L.P.
- Represented Forged Solutions Group, Inc. (a portfolio company of Arlington Capital Partners) in its acquisition of Continental Forge Company, a provider of precision near-net shape forged and machined solutions to the military and commercial aerospace industries.
- Represented Forward Slope Incorporated, a leading independent provider of mission-critical software and surveillance solutions for the defense industry, in its investment from Dallas-based private equity firm Trive Capital.
- Represented Forged Solutions Group, Inc. (a portfolio company of Arlington Capital Partners) in its acquisition of Steel Industries Inc., a vertically integrated manufacturer of open die forgings and seamless rolled rings for aerospace and defense, space, and industrial markets.
- Represented Arlington Capital Partners and its portfolio company, Forged Solutions Group, Inc., in its acquisition of Steel Industries Inc., a vertically integrated manufacturer of open die forgings and seamless rolled rings for aerospace and defense, space and industrial market.
- Represented STROCO Manufacturing, Inc., a provider of small precision sheet metal and machined parts and assemblies to the aerospace and defense industries, to Novaria Group.
- Represented Quantitative Scientific Solutions, a boutique scientific, engineering, and advanced analytics consulting firm, in its sale to Ernst & Young LLP.
- Represented Littlejohn & Co. LLC, a private investment firm based in Greenwich, Connecticut, in its acquisition of Dana Kepner Company, a regional, branch-based distributor of waterworks products.
- Represented Unical Defense Inc., a global provider of aftermarket component parts and logistics services for military aircraft, in its sale to FDH Aero, a portfolio company of Audax Private Equity.

- Represented Kane Communications, LLC, a leading provider of structured cabling, among other related telecommunications and utility infrastructure services, in its strategic partnership with private investment firm, Aterian Investment Partners
- Represented Deloitte Consulting LLP in connection with its acquisition of substantially all the assets of Sentek Consulting, Inc., a systems engineering and cybersecurity firm primarily serving the U.S. Navy.
- Represented Arlington Capital Partners in connection with its acquisition of Triumph Group, Inc.'s (NYSE: TGI) composite business and three aerostructure fabrication facilities providing large, complex structural components and assemblies such as fuselages, wings, flight control surfaces, and engine nacelles.
- Represented AMRO Fabricating Corporation, a leading manufacturer of precision machined and formed isogrid and orthogrid skin panels, primary structures, major assembly tooling, and ground support equipment for the aerospace, defense and commercial markets, in the sale of its equity interest to Trive Capital Management.
- Represented Deloitte & Touche LLP in connection with its acquisition of substantially all the assets of Root9B, LLC, a leading provider of advanced cyber threat hunting services and solutions.
- Represented Allied Universal in connection with its acquisition of SecurAmerica, a privately-held company dedicated to providing premium contract security services.
- Represented Mercury Systems Inc. (NASDAQ: MRCY) in its acquisition of Physical Optics Corporation, a leading designer, developer, and integrator of advanced technologies primarily focused on avionics and mission subsystems for defense applications, for approximately \$310 million
- Represented CodeMettle, LLC, a provider of custom software development and proprietary software solutions for the management of critical communication networks, in its sale to J.F. Lehman & Company, LLC.
- Represented CACI International Inc. (NYSE: CACI), in its acquisition of Ascent Vision Technologies, LLC, a leading provider of technology and solutions that support multi-domain intelligence, surveillance, and reconnaissance, unmanned aircraft system, air defense, and counter-unmanned aircraft system operations, for approximately \$350 million
- Represented Arlington Capital Partners in its acquisition of J&J Worldwide Services, Inc., a leading provider of mission-essential, preventative maintenance activities to critical U.S. Federal Government sites worldwide (including healthcare solutions, mission support solutions and engineering solutions).
- Represented Astra Capital Management in connection with its equity investment in Communications Technology Services, a provider of wireless infrastructure services.
- Represented Arlington Capital Partners in its sale of Quantum Spatial, Inc., one of the nation's largest independent geospatial data firms, to NV5 Global (NASDAQ: NVEE), for approximately \$303 million.
- Represented Flokk AS in connection with its acquisition of 9to5 Seating, LLC, a leading manufacturer of ergonomic office seating.
- Represented Molecular Products Group (a portfolio company of Arlington Capital) in its acquisition of O.C. Lugo Company, a maker of sodium chlorate-based chemical oxygen generators.
- Represented Arlington Capital Partners in connection with its acquisition of Octo Consulting Group, Inc., a provider of mission-critical solutions for the federal government including software development, cloud, infrastructure, blockchain and other emerging technologies.
- Represented Endeavor Robotics Holdings, Inc., a leading developer of battle-tested, tactical unmanned ground vehicles and a portfolio company of Arlington Capital Partners, in connection with its sale to FLIR

Systems, Inc. (NASDAQ: FLIR) for approximately \$385 million.

- Represented Micropact Inc., a leading provider of specialized, vertically oriented case management and business process management applications for government, in its sale to Tyler Technologies, Inc. (NYSE: TYL) for approximately \$185 million.
- Represented CACI International Inc. (NYSE: CACI) in connection with its acquisition of Mastodon Designs, an expert in design and manufacturing of rugged signals intelligence (SIGINT), electronic warfare (EW) and cyber operations products and solutions, for approximately \$225 million.
- Represented Kitron, Inc. in its acquisition of API Defense USA, Inc., a leading provider of high performance radio frequency and microwave signal conditioning and electromagnetic spectrum management solutions.
- Represented IMIA Group, Inc. in its sale of International Marine & Industrial Applicators, LLC and Craft and Technical Solutions, LLC to J.F. Lehman & Company.
- Represented United Flexible, Inc. (a portfolio company of Arlington Capital Partners) in connection with its contemplated sale to UK-based Smiths Group for \$345 million.
- Represented a platform portfolio company of RLH Equity Partners in the federal services sector in connection with its synergistic acquisition of the assets and operations of an unincorporated business unit of a large publicly traded company.
- Represented CACI, Inc. – Federal in connection with its acquisition of the systems engineering and acquisition support services business of CSRA LLC, a unit of General Dynamics Information Technology Inc., for approximately \$84 million.
- Represented Arlington Capital Partners in connection with its acquisition of Zemax, LLC and its subsidiaries (a provider of optical and illumination design software)
- Represented Mercury Systems Inc. (NASDAQ: MRCY) in its acquisition of Themis Computer, a leading designer, manufacturer, and integrator of reliable, high performance computing platforms for military, aerospace, energy, and rugged commercial use, for approximately \$180 million.
- Represented Polaris Alpha (a portfolio company of Arlington Capital Partners) in connection with the acquisition of Solidyn Solutions, LLC, a provider of satellite mission management, command and control systems, virtualization and cloud computing and large-scale data processing systems to defense and intelligence agencies.
- Represented United Flexible (a portfolio company of Arlington Capital) in its acquisition of Scotia Technology, a leading designer and manufacturer of small-diameter precision fixed tubular components for the aerospace and defense industry.
- Represented Riordan Lewis & Haden (RLH) in connection with the acquisition of an analytics and cybersecurity company serving the intelligence and defense communities.
- Represented United Flexible (a portfolio company of Arlington Capital Partners) in connection with the acquisition of Kreisler Manufacturing Corporation (OTC: KRSL), a manufacturer of precision metal components and assemblies.
- Represented Arlington Capital Partners in connection with its acquisition of the Defense & Security business of iRobot Corp (NASDAQ: IRBT), a leader in robotic technology-based solutions, for up to \$45 million.
- Represented United Flexible, Inc. (a portfolio company of Arlington Capital Partners) in connection with its acquisition of Fulton Bellows, LLC (manufacturer of complex precision bellows and thin-walled metal components utilized in mission critical gas and fluid control systems).

- Represented CACI International, Inc. (NYSE: CACI) in connection with its acquisition of the National Security Solutions business of L-3 Communications, Inc. (NYSE: LLL), for approximately \$550 million.
- Represented TeraLogics, LLC in connection with its auction process and sale to Cubic Corporation (NYSE: CUB) for approximately \$39 million.
- Represented Novetta Solutions, LLC, a leading provider of advanced analytics solutions and a portfolio company of Arlington Capital Partners, in connection with its auction and sale to the CarlyleGroup (NASDAQ: CG).
- Represented Iron Data Solutions, LLC (a portfolio company of Arlington Capital Partners) in connection with its acquisition of MicroPact, Inc., a leading enterprise software company providing solutions primarily to federal customers.
- Represented Cubic Corporation (NYSE: CUB) in its acquisition of DTech Labs, Inc., a leading provider of modular networking and baseband communications equipment, for up to \$114.5 million.
- Represented Arlington Capital Partners and its portfolio company Quantum Spatial, Inc. in connection the acquisition of Watershed Sciences, Inc.
- Represented KLH Capital in connection with the sale and recapitalization of Federal Resources Supply Company, Inc., a provider of mission critical solutions to military personnel and first responders, to existing management and a minority investor.
- Represented L-1 Identity Solutions (NYSE: ID) in connection with the sale of its intelligence services business to BAE Systems, Inc. for approximately \$303 million.
- Represented Arlington Capital Partners and its portfolio company Chandler/May, Inc. in connection with the acquisition and recapitalization of Aeromech Engineering, Inc.

Articles

- The Cost Corner - Government Contracts Cost and Pricing: Compensation for Personal Services, Part I
Pratt's Government Contracting Law Report, 04.2024
- The Cost Corner - Government Contracts Cost and Pricing: Penalties for Unallowable Costs
Pratt's Government Contracting Law Report, 03.04.2024
- Government Contracts Cost and Pricing: Accounting for Unallowable Costs
Pratt's Government Contracting Law Report, 01.30.2024
- The Cost Corner - Government Contracts Cost and Pricing: Introduction to the Federal Acquisition Regulation Cost Principles (Part 1)
Pratt's Government Contracting Law Report, 12.13.2023
- Government Contracts Cost and Pricing: The Truth in Negotiations Act, or Whatever the Kids Are Calling It These Days (Part 3)
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- Government Contracts Cost and Pricing: Defense Contract Audit Agency Audits (Part 2)
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- Government Contracts Cost and Pricing: The Truth in Negotiations Act, or Whatever the Kids Are Calling It These Days
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- The Cost Corner - Government Contracts Cost and Pricing: A Brief Overview of the Regulatory Landscape
Government Contracting Law Report, 06.15.2023
- Ruling Makes it Easier to Block a Competitor's FOIA Access to Confidential Information
Daily Journal, 07.05.2019
- Access to a competitor's confidential information?
Daily Journal, 04.17.2019
- "Twelve Tips for a Successful Debriefing"
Pratt's Government Contracting Law Report, 10.2018
- "DoD Policy Memorandum Rejects 'Sweeps' Data"
National Defense, 2018
- "Alternative Agreements For Research And Development With NASA"
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- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers"
Pratt's Government Contracting Law Report, 01.2017
- "Protecting Trade Secrets when Contracting with the Government," Chapter 22 in *Trade Secret Litigation and Protection: A Practical Guide to the DTSA and the CUTSA*, California Lawyers Association, 2022
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- "The Impact Of Foreign Buyers On Mergers And Acquisitions Involving Government Contractors: Foreign Buyers Still Make A Difference, Even In The Absence Of Classified Contracts (Part II)," *The Government Contractor*, October 12, 2016
- "Identifying and Mitigating Organizational Conflicts of Interest in Government Contracts Mergers and Acquisitions," *Bloomberg BNA*, October 11, 2016
- "The Impact of Foreign Buyers on Mergers and Acquisitions Involving Government Contractors: Preserving the Facility Security Clearance (Part I)," *The Government Contractor*, October 5, 2016
- "Roadmap to Obtaining Government Consent for Corporate Transactions Involving Government Contractors," *Financier Worldwide Magazine*, September 2016
- "Where to Look for the Low Hanging Fruit," *Contract Management - Due Diligence in Government Contracts Mergers and Acquisitions*, September 2016
- "The Impact of Government Contracts on the Structure of Corporate Transactions," *Financier Worldwide Magazine*, August 2016
- "Investing in Small Business - Navigating SBA's Affiliation Rules," *The Government Contractor*, August 4, 2016
- "Contractor Mergers and Acquisitions: Issues to Watch," *National Defense*, June 2016

- "Troubling Language in GAO Ruling on Translator Contract," *Law360*, March 4, 2016
- "Preventing Personal Conflicts of Interest Among Contractor Employees Performing Acquisition Support Services," *Thomson Reuters West Briefing Papers*, No.12-4, March 2012
- "This Time, It's Personal: PCIs in Government Contracting," *Contract Management*, February 2012
- "Identifying Viable Pre-Award Bid Protest Allegations At The GAO," *Thomson Reuters West Briefing Papers*, No. 10-6, May 2010
- "How to Avoid Giving Away Your Proprietary Technical Data and Computer Software Under Contracts with the Department of Defense," *The Clause*, September 2009
- "Protecting Your Proprietary Rights," *Contract Management*, July 1, 2009
- "Identifying Viable Post-Award Bid Protest Allegations At The GAO," *Thomson Reuters West Briefing Papers*, No. 09-4, March 1, 2009
- "Trade Agreements Act of 1979" in Chapter 14, Terms and Conditions, *GSA Schedule Handbook*, Thomson West, 2008
- "So You Lost - Now What? A Vacationer's Guide To GAO Bid Protests," *Contract Management*, November 1, 2008
- "Conquering Uncertainty in an Indefinite World: A Survey of Disputes Arising Under IDIQ Contracts," *Public Contract Law Journal*, Spring, 2008
- "Watch Your Step: A Contractors Guide to Revolving-Door Restrictions," *Public Contract Law Journal*, Summer 2007
- "Conflict and Intrigue in Government Contracts: A Guide to Identifying and Mitigating Organizational Conflicts of Interest," *Public Contract Law Journal*, Summer 2006
- "In Search Of A Better Audit - A Proposal For Instilling Greater Consistency And Transparency In The GSA IG Audit Process," *The Government Contractor*, February 15, 2006

Government Contracts & Investigations Blog Posts

- "The Cost Corner: Government Contracts Cost and Pricing – Compensation for Personal Services (Part I)," February 29, 2024
- "Government Contracts Cost and Pricing: Accounting for Unallowable Costs," January 31, 2024
- "Government Contracts Cost and Pricing: Allocation of Direct and Indirect Costs," January 19, 2024
- "Government Contracts Cost and Pricing: Introduction to the Federal Acquisition Regulation Cost Principles (Part 1)," October 11, 2023
- "Government Contracts Cost and Pricing: The Truth in Negotiations Act, or Whatever the Kids Are Calling It These Days (Part 3)," September 25, 2023
- "Government Contracts Cost and Pricing – DCAA Audits (Part 2)," August 1, 2023
- "The Cost Corner: Government Contracts Cost and Pricing – DCAA Audits," June 28, 2023
- "Government Contracts Cost and Pricing – The Truth in Negotiations Act ... or Whatever the Kids Are Calling It These Days (Part 2)," May 24, 2023
- "Government Contracts Cost and Pricing – The Truth in Negotiations Act ... or Whatever the Kids Are Calling It These Days (Part 1)," April 27, 2023

- "Government Contracts Cost and Pricing – A Brief Overview of the Regulatory Landscape," March 29, 2023
- "Organizational Conflicts of Interests – Part 2: OCIs in Bid Protests," September 28, 2022
- "OH SNAP! Supreme Court Rejects Substantial Competitive Harm Test For Key FOIA Exemption," June 26, 2019
- "OH SNAP! Supreme Court to Take on Meaning of Key FOIA Exemption," March 29, 2019
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- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 9 - Unclassified Contracts? Foreign Buyers Still Make a Difference," September 6, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 8 - Foreign Buyers Do Make a Difference," August 15, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 7 - Investing in Small Businesses," July 27, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 6 - Organizational Conflicts of Interest: When the Whole Is Less Than the Sum of Its Parts," June 23, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 5 - The Land Mines Strewn Throughout the Data Room," May 23, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 4 - Key Issues in Government Contracts Due Diligence," April 21, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 3 - What Happens to Pending Proposals?" March 17, 2016
- "Understanding the Scope of Federal Supply Schedule Labor Category Descriptions: Risks and Opportunities Presented by the GAO's *AllWorld Language Consultants* Decision," February 26, 2015
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 2 - Obtaining Consent to Assign a Government Contract," February 12, 2016
- "What You Need to Know About Mergers and Acquisitions Involving Government Contractors and Their Suppliers, Volume 1 - The Structure of the Deal and Government Consent," January 14, 2016
- "Data Rights Redux – 10 Ways to Preserve Your IP," October 29, 2014
- "Creating Intellectual Property is Hard; Losing It to Uncle Sam is Easy," September 24, 2013
- "Preventing Personal Conflicts Of Interest Among Contractor Employees Performing Acquisition Support Services," April 16, 2012
- "New Personal Conflict Of Interest Rules For Contractors," November 16, 2011

- "Proposed FAR Rule: A New Regulatory Framework For Organizational Conflicts Of Interest And Unequal Access To Nonpublic Information," May 12, 2011
- "The Transparency Monster Strikes Again: New Reporting Requirements For Executive Compensation And First-Tier Subcontract Awards," August 17, 2010
- "The Dangers Of Courtship: Organizational Conflicts Of Interest Arising From Contemplated Corporate Transactions," May 12, 2010
- "Ten Tips for a Successful Debriefing," April 9, 2010
- "But You Promised! Ten Simple Steps for Avoiding the "Apparent Authority" Trap," February 17, 2010
- "GAO's Bid Protest Annual Report to the Congress for Fiscal Year 2009 - Another Busy Year for GAO, Another Good Year for Protestors," February 17, 2010
- "Render Unto Caesar What Is Caesar's ... Or Else: The Expansion of False Claims Act Liability to the Retention of Overpayments," June 11, 2009
- "Use of Government Personnel, Uniforms and Insignia in Promotional or Advertising Materials," May 12, 2009
- "When "Generosity" Becomes a Vice: Eighth Circuit Affirms Gratuities Conviction Based on Email Correspondence Between Contractor and Government Employee," April 9, 2009
- "DoD Issues Interim Rule Requiring Contractors to Ensure That Former DoD Procurement Officials Have Obtained a Pre-Hire Ethics Opinion," February 17, 2009
- "So You Lost - Now What? A Vacationer's Guide to GAO Bid Protests," January 7, 2009
- "Appearance of an OCI Standing Alone Is Insufficient to Disqualify Offeror," October 6, 2008
- "Conquering Uncertainty in an Indefinite World: A Survey of Disputes Arising Under IDIQ Contracts," June 30, 2008
- "Administration of Organizational conflict of Interest Mitigations Plans – Are Special Masters on the Horizon?" March 13, 2008
- "Revolving Door," November 30, 2007
- "Axiom Resource Management v. United States: Judicial Scrutiny of Organizational Conflicts of Interest Intensifies," October 30, 2007

Books

Trade Secret Litigation and Protection: A Practice Guide to the DTSA and the CUTSA
04.2022

Media Mentions

GAO Calls On HHS To Pull Back Accenture's \$330M IT Deal
Law360, 09.02.2021

FLIR Fires Up More M&A
The Deal, 02.12.2019

If Agencies Can Waive Conflicts of Interest, Why Don't They?, *Federal Contracts Report*
Federal Contracts Report, 01.20.2018

Navy Contractor Can't Stay \$43M Submarine Oxygen Contract
Law360, 08.16.2017

Congress Restores Civilian Agency Task Order Protests After GAO's Dismissals
Federal Contracts Report, 12.06.2016

Navy Didn't Justify \$182 Million Logistics Award GAO Says
Federal Contracts Report, 04.29.2016

Troubling Language In GAO Ruling On Translator Contract
Law360, 03.04.2016

GAO: Firm Used Wrong Labor Category to Win Linguistics Order
Federal Contracts Report, 02.01.2016

Speaking Engagements

- "Acquiring a Government Contractor," Strafford Webinars, February 22, 2023
- "Understanding Buy American and Other Country of Origin Requirements," Government Contractor Dinner Series, San Diego, California, June 30, 2022
- "DoD's Other Transaction Authority: Trends and Opportunities," National Contract Management Association, Dulles Corridor Chapter, June 21, 2019
- "Playing to Win: Using the Government Contracts Award Process and Bid Protests to Gain a Competitive Advantage," Government Contractor Dinner Series, San Diego, California, April 2, 2019
- "Rights in Technical Data and Computer Software," Federal Publications Seminars, 2013-2023
- "The Masters Institute in Government Contracts Intellectual Property," Federal Publications Seminars, 2015-2021
- "The Mandatory Disclosure Rule," Federal Publication Seminars, 2017-2019
- "Rights in Technical Data and Computer Software Under Government Contracts," National Contract Management Association, Dulles Corridor Chapter, Chantilly, Virginia, September 21, 2018
- "Other Transactions for Prototypes – The Next Big Thing in DoD Acquisitions," Government Contractor Dinner Series, San Diego, California, June 21, 2018
- "New Administration, New Space...New Rules?" 2017 ABA Space Law Symposium, Washington, D.C., June 8, 2017
- "Negotiating Software Licenses and Technology Agreements with the Federal Government: Use Rights and IP Protection," Strafford Webinars, September 21, 2016
- "Anatomy of a Mega Protest," American Bar Association Section of Public Contract Law Annual Meeting, San Francisco, California, August 5, 2016
- "Anatomy of a Hosted Payload Involving the U.S. Government," 2016 Space Law Symposium, Washington, D.C., June 8, 2016

- "Protecting Intellectual Property Rights Under Government Contracts," Aerospace and Defense Forum, San Diego, California, May 24, 2016
- "Legal Lessons Learned in Structuring Hosted Payload Deals," Hosted Payload Alliance, Colorado Springs, Colorado, April 14, 2016
- "Responding to Current Government Initiatives to Acquire Expanded Rights in Data," Lunch with Your Government Contracts Attorney, Washington, D.C., May 22, 2013
- "Personal and Organizational Conflicts of Interest in Federal Government Contracts," National Contract Management Association, Battlefield-Dulles Chapter, March 2, 2012
- "New Government Contractor Rules on Personal Conflicts of Interest and Revolving Door Restrictions," Strafford Seminars, Washington, D.C., February 1, 2012
- "New Developments in Contract Compliance," Federal Publications Seminars, Washington, D.C., October 21, 2009
- "Protecting Your Proprietary Rights Under Department of Defense Contracts," National Contract Management Association, Cape Canaveral Chapter, October 14, 2009
- "Contract Services: Personal Conflicts of Interest, Organizational Conflicts of Interest & Inherently Governmental Functions," NDIA Procurement Division, Annual Educational Seminar, March 16, 2009
- "The New Contractor Business Ethics Compliance Program and Disclosure Requirements," Federal Publications Seminars, Washington, D.C., February 26, 2009

Practices

Governmental

White Collar Defense and Investigations

Bid Protests

Claims

Contract Cost Accounting

False Claims Act

Government Contracts

GSA Multiple Award Schedule Contracting

Intellectual Property Rights Under Government Contracts

Trade Secrets

Industries

Aerospace, Defense & Government Services

Financial Services

Healthcare

Mortgage Banking

Private Equity
Space & Satellite

Education

J.D., Harvard Law School, 2002, *cum laude*
B.A., Wake Forest University, 1999, *summa cum laude*

Admissions

Maryland
District of Columbia
U.S. Court of Federal Claims
U.S. Court of Appeals for the Federal Circuit