



Brad Jorgensen

Partner

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Brad Jorgensen is a recognized thought leader in the area of public procurement law with a particular focus on assisting contractors with M&A transactions, including the evaluation of key compliance considerations and related risks.

Brad's practice with regard to government contractor M&A transactions involves drafting and negotiating transaction documents, leading due diligence reviews, assessing the strength of contractor compliance systems and assisting with integration activities. Often in connection with this work, Brad counsels on national industrial security matters, including strategies for mitigating Foreign Ownership, Control or Influence. His deep experience in these matters allows for the efficient identification and creative mitigation of risk issues, which facilitates deals and allows our government contractor clients to achieve their business goals.

Additionally, Brad regularly litigates high-stakes bid protests before the US Government Accountability Office and the US Court of Federal Claims. He frequently teaches and publishes on bid protest procedures, theories and strategy.

Brad also has significant experience performing internal compliance audits for government contractors, which enables him to seamlessly provide subject matter and investigation support in defense of procurement fraud allegations, including alleged violations of the False Claims Act.

- Regulatory and Government Affairs

- Government Contracting

Spanish

LANGUAGES SPOKEN

- Spanish

REPRESENTATIVE MATTERS

Because government contractors in the US operate in a highly regulated environment, mergers and acquisitions involving government contractors raise compliance issues and business risks that are different from those in purely commercial transactions. If a buyer does not meaningfully assess these issues and risks during the pre-closing diligence phase of an M&A transaction, it may acquire assets with hidden liabilities and, therefore, substantially diminished value.

Brad regularly helps companies identify and address issues in M&A transactions involving both US and foreign government contracts. This work includes leading the underwriting diligence on behalf of insurance companies, which provides Brad unique insight into market trends, the appropriate scope and depth of diligence, as well as proven strategies for overcoming deal obstacles.

Brad's representative government contractor M&A matters include the following:

- Represented a top-five US government contractor in its US\$275-million cross-border acquisition of a telecommunications division of another top-five US government contractor
- Represented an Indian multinational technology company in its US\$1.8-billion acquisition of certain computer software assets required to perform government contracts from a Fortune 50 information technology services company
- Represented a top-five US government contractor in its US\$2-billion cross-border acquisition of certain telecommunications assets from a division of another top-five US government contractor
- Represented a mid-tier US government contractor working primarily in the defense and intelligence sectors in its acquisition of another US government contractor of comparable size specializing in the provision of imagery science, cyber analytic, and advanced technology research and development services
- Represented a global consulting and technology services provider with more than 7,000 employees and operations in 70 countries in its US\$255-million acquisition of a leading provider of cloud-based platform services to the US government
- Represented a Fortune 20 multinational conglomerate in the spinoff of its healthcare unit, which serves foreign and domestic government customers, into a standalone company
- Represented various Fortune 100 insurance underwriters in connection with the issuance of 100+ "representations and warranties" policies on M&A transactions involving government contracts

CREDENTIALS

Admissions

- District of Columbia
- Texas

Prior Experience

Prior to joining DLA Piper, Brad was an assistant general counsel for the Commercial Law Branch of the Office of General Counsel, Federal Bureau of Prisons, US Department of Justice. While at the Department of Justice, Brad represented the United States in a wide variety of government contract actions, including bid protests at the US Government Accountability Office and claims before the Civilian Board of Contract Appeals and the US Court of Federal Claims. In addition to government contract matters, Brad provided advice on intellectual property, tax and bankruptcy matters impacting the Bureau.

During law school, Brad was a senior research assistant for two professors and a judicial intern for the Honorable Brian "Ted" Stewart of the US District Court located in Salt Lake City, Utah.

Recognitions

- Winner of the 2016 Burton Award for Distinguished Legal Writing

Education

- LL.M., Public Procurement Law, George Washington University 2010
highest honors
- J.D., Syracuse University College of Law 2006
cum laude
Member, *Syracuse Journal of International Law and Commerce*
Lead Articles Editor, *Syracuse Science and Technology Law Reporter*

- B.S., Psychology, Brigham Young University 2002

Courts

- United States Court of Appeals for the Federal Circuit
- United States Court of Federal Claims

Memberships

- American Bar Association, Public Contract Law Section
 - Former Section Council Member
 - Vice Chair and Former Co-Chair, Bid Protest Committee
 - Co-Chair and Former Vice Chair, Government Contractor Mergers and Acquisitions Committee
 - Vice Chair, Publications Board
 - Former Vice Chair, Debarment and Suspension Committee
 - Former Vice Chair, Procurement Fraud Committee
 - Co-Chair, 2022 Public Procurement Symposium
 - Committee Member: Bid Protest; Commercial Products and Services; Contract Claims and Disputes Resolution; Debarment and Suspension; Ethics, Compliance and Professional Responsibility; Intellectual Property; Procurement Fraud; and Mergers and Acquisitions
- Government Contracts Editorial Advisory Board, Law 360
- Editorial Board, American Bar Association, *Public Contract Law Journal*
- Professional Services Council
- National Contract Management Association

Teaching Experience

- Guest Lecturer, Georgetown University Law Center, "Bid Protests" and "Judicial Government Contract Remedies" as part of the Government Contracts course - Washington, DC (2014 - 2018)
- Guest Lecturer, University of Illinois: College of Law, "Bid Protests in Federal Procurements" as part of the Introduction to Government Contracts course - Champaign-Urbana, IL (2013 - 2015)
- Adjunct Professor, "Legal Aspects of Contracting," The Catholic University of America, Metropolitan School of Professional Studies (Summer Term, 2012 and 2015)

INSIGHTS

Publications

False Claims Act settlement underscores importance of government contracts-specific M&A diligence

19 July 2022

An overview of the settlement and diligence considerations when acquiring a company that performs, or has performed, government contracts set aside for small business concerns.

Court of Federal Claims judge splits from precedent regarding the availability of key personnel

14 February 2022

The decision departs from US Government Accountability Office decisions providing that offerors have a "duty" to advise the procuring

agency of changes in proposed key personnel after proposal submission but prior to award.

New minimum wage requirements for federal contractors: Key takeaways

4 May 2021

The EO requires that all employees working "on or in connection with" a federal government contract be paid a minimum of \$15 per hour.

Corporate transaction invalidates small business award

25 January 2021

Under the COFC's interpretation, an offeror was required to recertify its size status *during* a procurement, and the agency's failure to enforce this requirement invalidated the award.

Should I file a bid protest? A checklist of essential questions and considerations

18 SEP 2014

What are the questions a thoughtful CEO or General Counsel should ask when deciding whether to file a bid protest?

- Co-Author, "False Claims Act Settlement Underscores Importance of Government Contracts-Specific M&A Diligence," Pratt's Government Contracting Law Report, October 2022
- Co-Author, "Government Contractor Mergers & Acquisitions: What To Do With Pending Proposals?," 20-4 Briefing Papers 1, March 2020
- Co-Author, "To File Or Not To File: Key Issues When Deciding To Protest," 15-3 Briefing Papers 1, February 2015
- Co-Author, "Overseas Contracts: Navigating The Compliance Minefield," National Contract Management Association, *Contract Management*, August 2013
- Co-Author, "New DOD Rule Authorizes Withholding of Payments for Deficiencies in Business Systems," National Contract Management Association, *Contract Management*, August 2011
- Co-Author, "Software Maintenance Payments: Don't Let Them Come Back To Bite You," National Contract Management Association, *Contract Management*, December 2010

Events

- Presenter, "Navigating Risk and Compliance in GovCon M&A," JSchaus and Associates, Federal GovCon Webinar Series, Washington, DC (2020, 2021)
- Co-Presenter, "Organizational Conflicts of Interest," General Electric Company, Center of Excellence Webinar Series, Austin, TX (2020)
- Panelist, "The Pre-Award Unavailability of Proposed Key Personnel – Potential Paths Forward," ABA Public Contract Law Section, Bid Protest Committee, Washington, DC (2019)
- Moderator and Panelist, "Representations and Warranties Insurance in Government Contractor M&A: A Look Behind the Curtain," ABA Public Contract Law Section, Mergers and Acquisitions Committee, Washington, DC (2019)
- Moderator, "Innovation in Defense: Partnerships and Investment Opportunities," DLA Piper GovCon Executive Series, Austin, TX (2019)
- Co-Presenter, "Assessment of Section 809 Panel Recommendations," General Electric Company, Center of Excellence Webinar

Series, Austin, TX (2019)

- Moderator, "The Future of DOD Contracting: Key Developments and Trends," DLA Piper GovCon Executive Series, Reston, VA (2019)
- Panelist, "Hot Topics and Trends in Bid Protest Practice and Procedure," ABA Continuing Legal Education Webinar, Washington, DC (2018)
- Panelist, "Back to School – Protest Musings and Updates," ABA Public Contract Law Section, Bid Protest Committee, Washington, DC (2017)
- Panelist, "Government Contracts M/A Landscape: Strategies for Identifying and Mitigating Transactional Risk," Marsh's Government Contracting Risk Forum, Tysons Corner, VA (2016)
- Moderator, "Key Diligence Considerations in Connection with Government Contractor Mergers and Acquisitions," DLA Piper GovCon Executive Series, Reston, VA (2016)
- Co-Presenter, "5 W's of Bid Protests," L2 Federal Resources, LLC Webinar, Washington, DC (2013)

NEWS

DLA Piper represents SixGen in its acquisition of Fourcast Management and Analysis

8 August 2022

DLA Piper represented SixGen, Inc., a leading cybersecurity and products company based in Maryland, in its acquisition of Fourcast Management and Analysis, Inc., a Maryland-based technology management consulting company.

DLA Piper represents Data Intelligence Technologies in its acquisition by Axiologic Solutions

23 May 2022

DLA Piper represented Data Intelligence Technologies, an intelligence technology services company specializing in cybersecurity, artificial intelligence and data science, in its acquisition by Axiologic Solutions, a leader in federal IT solutions serving the nation's national security and intelligence missions.

DLA Piper advises ICF in acquisition of Creative Systems and Consulting

6 January 2022

DLA Piper represented ICF (NASDAQ:ICFI), a global consulting and digital services provider, in its acquisition of Creative Systems and Consulting, a premier provider of IT modernization and digital transformation solutions to US federal agencies.

DLA Piper advises the Wicks Group of Companies in the US\$638 million sale of Sontiq to TransUnion

27 October 2021

DLA Piper represented The Wicks Group of Companies, LLC, in its sale of its portfolio company Sontiq, a leader in digital identity protection and security, to TransUnion for US\$638 million.

DLA Piper advises Learning Technologies Group on US\$394 million acquisition of GP Strategies

21 July 2021

DLA Piper has advised Learning Technologies Group on its acquisition of GP Strategies Corporation.

DLA Piper advises BayFirst Solutions in its acquisition by Versar, Inc.

7 June 2021

DLA Piper represented BayFirst Solutions, LLC in its recent acquisition by Versar, Inc., a global project management company for the US federal government and commercial industries.

DLA Piper advises Orbis Operations in its acquisition by McNally Capital

12 April 2021

DLA Piper represented Orbis Operations in its recent acquisition by McNally Capital.

DLA Piper advises Emerett in its sale to BlackHorse Solutions

25 January 2021

DLA Piper represented Emerett, LLC in its sale to BlackHorse Solutions, a technology solutions provider whose mission is to solve challenging problems for customers in the defense, intelligence and law enforcement communities.

DLA Piper advises Exelon in US\$810 million agreement to sell solar business to Brookfield Renewable

9 December 2020

DLA Piper is representing Exelon Corporation (NASDAQ: EXC) and its subsidiary Exelon Generation Company in the sale of Exelon Generation's solar business to Brookfield Renewable Partners for US\$810 million.

DLA Piper advises Analytical Graphics in its US\$700 million sale to Ansys, Inc.

3 December 2020

DLA Piper represented Analytical Graphics, Inc. (AGI) in its US\$700 million sale to Ansys, Inc.

DLA Piper advises G2SF in its sale to Gunnison Consulting Group

23 November 2020

DLA Piper represented G2SF, Inc. in its sale to Gunnison Consulting Group, Inc., a leader in software development, data analytics and enterprise system testing for US federal government customers with a data-intensive focus.
