

## NOTICE TO BIDDERS PLANNING TO BID AS JOINT VENTURES WITH DBEs

Only joint ventures certified by the Department can be used to meet assigned DBE contract goals. Joint venture applications of the apparent low bidder must be received by Program Services, 355 Capitol St NE Room 212 Salem, OR 97301-3871, Phone (503) 986-3877, in accordance with the timeframes specified in the DBE Special Provisions of the contract documents. For specific information about joint venture certification procedures, write to Office of Civil Rights, 800 Airport Road SE, Salem, OR 097301-4978 Phone (503) -986-4350.

## **CERTIFICATION PROCEDURE FOR JOINT VENTURES WITH A DBE PARTNER**

Bidders planning to bid as joint ventures with a DBE partner to meet assigned contract DBE goals must follow the appropriate procedure listed:

1. Two or more certified DBEs as joint venture.
  - A. State name of joint venture on bid proposal. Since all firms are already certified, a joint venture application is not required.
  - B. A copy of the joint venture agreement by the apparent low bidder must be submitted in the timeframe specified in the DBE Special Provisions of the contract document for each individual contract. The agreement must include information which will clearly define the portion of the work for which each DBE is responsible.

2. Certified DBE and non-DBE.

The Joint Venture Application of the apparent low bidder must be received by Contracts Unit, Program Services in the timeframe specified in the DBE Special Provisions of the contract document. The application and supporting documents must clearly:

- A. Establish the ownership of the joint venture, demonstrating the DBE partner's share in the ownership, control, and management responsibilities, risks, and profits of the joint venture.
  - B. Define the portion of the work which each DBE Partner is responsible for performing.
3. Certifications of joint ventures are approved only for a specific project. New applications for certification are required for each project on which the joint venture is planning to bid. Since changes in the application may occur, the application should be obtained from Program Services for each project for which a joint venture is planned.
  4. Joint venture applications and agreements must be received by Contracts Unit, Program Services at least 10 business days prior to the date for opening bid proposals. The DBE/EEO/ESB Unit shall review and determine approval of all applications received by Contracts Unit.
  5. The DBE/EEO/ESB Unit shall provide the Contracts Unit a written notification of its decision on each application. The Contracts Unit will forward the notification to each applicant by certified mail (and by fax if available) prior to the date for opening proposals.
  6. The notification shall include: (1) notice of acceptance or rejection of application; (2) explanation for rejection of application; and (3) allocation of the percentage value of the joint venture agreement that may be credited toward the assigned DBE goal. If the percentage is less than the goal, the joint venture will be instructed to acquire the remaining percentage with DBE subcontracting commitment(s) or provide documentation of its good faith efforts to do so. Only expenditures to DBEs that perform a commercially useful function in the work of a contract may be counted toward the DBE goal.
  7. Failure to submit all information requested, either in the DBE Joint Venture Application or in the Joint Venture Agreement may result in the Department rejecting the application without further consideration.

## **JOINT VENTURE CERTIFICATION INSTRUCTIONS**

Bidders who plan to meet the assigned DBE goal by bidding as a joint venture with a certified DBE as a joint venture participant must:

1. Complete and submit the attached form.
2. Submit a signed copy of the joint venture agreement.

All of the above items (1-2), must be received from the apparent low bidder in the timeframe specified in the DBE Special Provisions of the contract document by:

Contracts Unit, Program Services  
Room 307 Transportation Building  
Salem, OR 97310

## **CRITERIA FOR CONSIDERING JOINT VENTURE APPLICATION PROPOSED BY DBE AND NON-DBE CONTRACTORS**

The Department will assess each joint venture agreement proposed to meet all or a portion of a DBE participation goal by using the following criteria:

1. Does the relationship, or any aspect of such, between the DBE and Non-DBE conflict with the ownership and control requirements specified in contract provisions?
2. Is the DBE an independent business concern separate and apart from the Non-DBE partner in the proposed agreement?
3. Is the DBE's share in the ownership, control, management responsibilities, risks, and profits of the joint venture commensurate with the DBE's ownership in joint venture?
4. Does the agreement clearly define the work to be performed by the DBE?
5. Is the work to be performed by the DBE in conformance with the contractual and statutory provisions governing the DBE's performance of a Commercially Useful Function?

**DBE JOINT VENTURE APPLICATION**

(This form need not be submitted if each joint venture firm is a certified DBE)

- 1. Name of Joint Venture: \_\_\_\_\_
- 2. Address of Joint Venture: \_\_\_\_\_  
\_\_\_\_\_
- 3. Phone number of joint venture (include area code): \_\_\_\_\_
- 4. FAX number of joint venture (include area code): \_\_\_\_\_
- 5. Identify the firms which comprise the joint venture: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(a) Describe the role of the DBE firm in the joint venture.

(b) Describe very briefly the experience and business qualifications of each non-DBE joint venture:

- 6. Nature of the joint venture's business: \_\_\_\_\_
- 7. Provide a copy of the joint venture agreement.
- 8. What is the claimed percentage of DBE ownership? \_\_\_\_\_
- 9. Ownership of joint venture? (This need not be filled in if described in the joint venture agreement, provided by question 7.)
  - (a) Profit and loss sharing.
  - (b) Capital contributions, including equipment.
  - (c) Other applicable ownership interests.

10. Control of and participation in this contract. Identify below the individuals who are responsible for day-to-day management and policy decision making. Please list the name, title, firm name, race, gender, and work experience for those individuals whose primary responsibilities include:

**(a) Financial decision:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Firm: \_\_\_\_\_

Race: \_\_\_\_\_ Gender \_\_\_\_\_

Financial Experience:

Employer	Work Title	Time Period	Employer Contact Person	Phone
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(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

**(b) Management decisions, such as estimating:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Firm: \_\_\_\_\_

Race: \_\_\_\_\_ Gender \_\_\_\_\_

Estimating Experience:

Employer	Work Title	Time Period	Person	Phone
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(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

**(c) Management decisions, such as marketing and sales:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Firm: \_\_\_\_\_

Race: \_\_\_\_\_ Gender \_\_\_\_\_

Marketing and Sales Experience:

Employer	Work Title	Time Period	Person	Phone
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(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

**(d) Management decisions, such as hiring and firing of management personnel:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Firm: \_\_\_\_\_

Race: \_\_\_\_\_ Gender \_\_\_\_\_

Personnel Management Experience:

Employer	Work Title	Time Period	Person	Phone
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(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

**(e) Management decisions, such as purchasing of major items or supplies:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Firm: \_\_\_\_\_

Race: \_\_\_\_\_ Gender \_\_\_\_\_

Purchasing Experience:

Employer	Work Title	Time Period	Person	Phone
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(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

**(f) Management decisions, such as supervision of field operations:**

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Firm: \_\_\_\_\_

Race: \_\_\_\_\_ Gender \_\_\_\_\_

Field Supervisory Experience:

Employer	Work Title	Time Period	Person	Phone
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(1) \_\_\_\_\_

(2) \_\_\_\_\_

(3) \_\_\_\_\_

(4) \_\_\_\_\_

(g) Is the DBE partner responsible and in total control of the work items, if any, on which it will perform? Yes\_\_\_\_No\_\_\_\_If no, why not?

(h) Does the DBE partner possess the power to direct or cause the direction of management and policies? Yes\_\_\_\_No\_\_\_\_

(i) Does the DBE partner possess the power to make day to day as well as major decisions on matters of management, policy and operations? Yess\_\_\_\_No\_\_\_\_

11. Identify 3 projects, if any, currently being performed by each joint venture partner:

Project Names of DBE Partner

Project Names of Non-DBE Partner

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

12. Indicate the DBE partner's most recent date of certification or re-certification with the State of Oregon:

\_\_\_\_\_

13. Indicate any changes or modifications related to ownership, management and control of the DBE partner's firm, as noted in certification or re-certification applications, that occurred subsequent to its most recent date of certification or re-certification: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

NOTE: If, after filing this application and before the completion of the joint venture's work on the contract covered by this regulation, there is any significant change in the information submitted, the joint venture must inform the Oregon Department of Transportation, either directly or through the prime contractor, if the joint venture is a subcontractor.

**AFFIDAVIT:**

“The undersigned swear that the foregoing statements are correct and include all material information necessary to identify and explain the terms and operation of our joint venture and the intended participation by each joint venturer in the undertaking. Further, the undersigned covenant and agree to provide to the Oregon Department of Transportation current, complete and accurate information regarding actual joint venture work and the payment therefore and any proposed changes in any of the joint venture arrangements and to permit the audit and examination of the books, records and files of the joint venture, or those of each joint venturer relevant to the joint venture, by authorized representatives of the Oregon Department of Transportation or the Federal funding agency. Any material misrepresentation will be grounds for terminating any contract which may be awarded and for initiating action under Federal or State laws concerning false statements.”

\_\_\_\_\_  
Name of Firm

\_\_\_\_\_  
Name of Firm

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

Date \_\_\_\_\_

Date \_\_\_\_\_

State of \_\_\_\_\_

Sate of \_\_\_\_\_

County of \_\_\_\_\_

County of \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_,

On this \_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_,

before me appeared (Name) \_\_\_\_\_

before me appeared (Name) \_\_\_\_\_

\_\_\_\_\_ to me personally known, who, being duly sworn, did execute the foregoing affidavit, and did state that he or she was properly authorized by

\_\_\_\_\_ to me personally known, who, being duly sworn, did execute the foregoing affidavit, and did state that he or she was properly authorized by

(Name of Firm) \_\_\_\_\_  
to execute the affidavit and did so as his or her free act and deed.

(Name of Firm) \_\_\_\_\_  
to execute the affidavit and did so as his or her free act and deed.

(Seal)

(Seal)

Notary Public \_\_\_\_\_

Notary Public \_\_\_\_\_

Commission Expires \_\_\_\_\_

Commission Expires \_\_\_\_\_