

Draft CTA Language for GSA.gov:

Partner with other MAS contractors to fulfill requirements

Two or more Multiple Award Schedule (MAS) contractors can partner to combine capabilities on a single MAS order. These are called MAS Contractor Team Arrangements (CTAs). (Reference Clause I-FSS-40 CONTRACTOR TEAM ARRANGEMENTS (DEC 2019))

Note: FAR 9.6, Contractor Team Arrangements, does not apply to MAS CTAs.

Benefits of MAS CTAs

With MAS CTAs you can:

- Compete for MAS orders that you otherwise wouldn't qualify for.
- Increase your market share and become more competitive.
- Reduce your risk and share responsibilities.
- Focus on supplies and services that best match your resources and strengths.
- Be more successful as a small business.

Definitions

Contractor Team Arrangement (CTA): An arrangement between two or more MAS contractors who work together to meet agency requirements.

CTA Agreement: A written agreement between team members detailing the responsibilities of the team and each team member.

Team Lead: The MAS contractor who has been designated as the lead with responsibilities outlined in the CTA agreement.

Team Member: Each MAS contractor offering a portion of the solution with responsibilities outlined in the CTA agreement.

Differences between CTAs and prime-subcontractor arrangements

Topic	CTAs	Prime contractor and subcontractor arrangement
Who has a contract	Each team member must have a MAS contract.	Only the prime contractor must have a MAS contract.
Who has responsibility	Each team member is responsible for duties outlined in the CTA Agreement.	The prime contractor cannot delegate responsibility for performance to subs.
Who interacts with GSA	Each team member (prime contractor) has privity of contract with the government and can interact directly with GSA.	Only the prime contractor can interact with us. The prime contractor is responsible for subcontracting activities. The government buyer probably specifies in the request for quotation that they must approve using subcontractors ahead of time.
How do invoices work	The Invoicing process is managed by the team members and should be	Prime contractors invoice the government buyer according to its MAS contract, which may include price reductions.

	outlined in the CTA agreement.	
What is the scope	Team members can offer total solutions quickly and easily.	Prime contractors can only provide the supplies or services that are awarded on its MAS contract.

CTA Process:

The CTA members submit their CTA agreement in response to requests for a quote. These CTA agreements may be developed for a specific requirement or may have been previously developed based on anticipated requirements. Government buyers do not approve the agreements, but the elements outlined in the sample template are what government buyers typically are interested to know.

- **MAS CONTRACT LEVEL CONTRACTOR TEAMING AGREEMENT**
 - This template is provided as a sample. Contractors are free to revise the language in this sample, but should address the elements outlined below.
- Order Level CTAs: These types of CTAs are specific to a particular order and are established to fulfill the requirements outlined in that order.
- MAS Contract Level CTAs: These CTAs are not specific to a particular order and are established based on anticipated partnering requirements necessary to fulfill recurring orders. Since these CTAs are established at the MAS contract level, they will remain valid for the durations of the agreement.
 - Note: Supplemental order-level CTAs would also be permitted, as necessary, based on specific order-level requirements
- Prearranged CTAs: MAS contractors may develop CTAs based on existing relationships with industry partners in anticipation of Government requirements. These CTAs are not formally established until they are submitted in response to a particular order.

CTA Elements:

- Duration of the agreement: Define the duration of the partnering agreement, identify any options, and describe how each option will work.
- Team lead: Who will be the team lead, their corresponding MAS contract number and the tasks they will perform. List potential reasons to change the team lead and how you will do so.
- Team member(s): Who are the team members, their corresponding MAS contract numbers and the tasks they will perform. Address any limitations of team members' responsibilities.
- Communications: How to contact each team member, since the government can interact directly with all CTA team members.
- Ordering procedures: Document how the team will handle processing orders from the government.
- Invoicing and payments: Who is responsible for invoicing and receiving the agreed-on method of payment. Include the team's intention to resolve any dispute involving the distribution of payments among team members without any government involvement.
 - Note: As a best practice the Team Lead is typically responsible for invoicing and coordinating payment.
- Legal relationship: Your CTA agreement must not create a joint venture or separate subsidiary. This means each team member(s) will operate as a prime contractor for the portion of work they perform.
- Confidential information: Identify any proprietary information and specify how such proprietary information and related rights will be managed.
- Identification of parties: All participating MAS contractors must sign the document. Include their names, addresses, MAS contract numbers, and ways to contact them.
- Conflicting terms: The agreement must not conflict with the terms and conditions of each team member's MAS contract. If there is a conflict, the MAS contract takes precedence.

- Specific team responsibilities: State the various tasks that will be incorporated into the team arrangement and identify who is primarily responsible for each identified task, to include delivery of specific items.
- Independent contractors: State that all team members will remain independent contractors and be responsible for their own employees.
- Replacement of team members: Include a statement that you will get approval from the government buyer before replacing team members after you receive an order.
- Reporting of sales and Industrial Funding Fee (IFF) payment: Specify that each team member is responsible for tracking and reporting its own sales according to the terms and conditions of the MAS contract and for paying the related IFF.
- Liabilities: Document each team member's responsibilities and performance requirements, so that liability is clearly established.

Small business set-asides

If you are competing for a requirement set aside for small businesses, all CTA Team Members must meet the socioeconomic status and the limitations on subcontracting at [FAR 52.219-14](#) apply.