Checklist of Required Information

Novation/Change of Name

# (Existing GSA, FSS, MAS Contract)

FEDERAL SUPPLY SCHEDULE: 084 “Total Solutions for Law Enforcement, Security, Facility Management Systems, Fire, Rescue, Special Purpose Clothing, Marine Craft and Emergency/Disaster Response”

**NOVATION AND CHANGE OF NAME**

When this occurs you must submit a Novation using FAR 42.1204 (e) and (f) or if submitting a Name Change you must submit paperwork to incorporate using FAR 42.1205(a).

**As soon as assets have changed or name changes, the following procedures must be followed. Contract modifications can not be issued for changes until the Novation or Change of Name has been approved. In addition, payment issues may arise if these actions are not done immediately upon change.**

**DEFINITIONS –**

**Change of Name Agreement**

* Executed by Government and contractor
* Recognizes legal change of name
* Contractual rights and obligations undisturbed
* If DBA is changed and LBN remains, still need a Change of Name Agreement

**Novation**

* Executed by transferor, transferee, and Government
* Transferor guarantees performance
* Transferee assumes all obligations and liabilities
* Government recognizes the transfer of contract and related assets
* GSA does NOT novate other agencies contracts - only GSA contracts

**Applicability of Novation Agreements**

* Transfer of Government contracts to 3rd is party prohibited
* The Government can recognize 3rd party as successor in interest when

 1. All contractor’s assets are transferred

OR

 2. Entire portion of assets involved in performing contract transferred

**A Novation is not needed when** –

* A change of ownership due to stock purchase
* There is no legal change in the contracting party
* The contracting party remains in control of assets and performing the contract
* When it is not in Government’s interest to concur in transfer

**Size Certification**

 The transferee will be requested to certify their business size status prior to novation.

**Requirements**

You must be registered with the System for Award Management (SAM) (<http://www.sam.gov>). In the representations and certification section of the SAM record, the applicable NAICS must be selected for the Special Item Number(s) (SINs) awarded in the contract.

 The Contracting Officer must be able to determine the transferee to be a responsible

 contractor under the requirements of FAR 9.1 prior to the novation agreement being

 approved.

**CHANGE OF NAME REQUIREMENTS \***

**FAR 42.1205**

**\_\_\_\_\_** A signed copy of the Change of Name Agreement

\_\_\_\_\_ Authenticated document by the State effecting the name change

\_\_\_\_\_ Legal Counsel opinion stating the transfer was properly effected under
 applicable law with an effective date

\_\_\_\_\_ List of all affected contracts and unsettled purchase orders, with the contract
 number and type, name and address of the contracting office

**NOVATION AGREEMENT REQUIREMENT \***

**FAR 42.1204**

**\_\_\_\_\_** A signed copies of the Novation Agreement

\_\_\_\_\_ Document describing the proposed transaction (purchase/sale agreement,
 memorandum of understanding)

\_\_\_\_\_ List of contracts affected reflecting

 \_\_\_ Contract Number and type

 \_\_\_ Name and address of contracting office

 \_\_\_ Total dollar value

 \_\_\_ Approximate unpaid balance

\_\_\_\_\_ Evidence of the transferee’s capability to perform

\_\_\_\_\_ Any other relevant information requested by the CO

\_\_\_\_\_ Authenticated copy of the instrument affecting the transfer of assets (bill of sale,
 certificate of merger, contract, deed, agreement or court decree)

\_\_\_\_\_ Certified copy of each resolution of corporate board of directors authorizing the
 transfer of assets

\_\_\_\_\_ Certified copy of the minutes of each corporate party’s stockholder meeting
 necessary to approve the transfer of assets

\_\_\_\_\_\_ Authenticated copy of the transferee’s certificate and article of incorporation
 if a corporation was formed to receive assets

\_\_\_\_\_ Opinion of legal counsel of transferor and transferee stating that transfer
 was properly effected under applicable law and the effective date of transfer

\_\_\_\_\_ Balance sheets of the transferor and transferee before and after the
 transfer of assets

\_\_\_\_\_ Evidence of any security clearance requirements

\_\_\_\_\_ Consent of sureties if bonds are used, or a statement from the transferor that none
 are required

**\* You may not have all of these documents, but each must be addressed in the Novation or Change of Name package.**