

Joint Venture Template Guidance

- 03.7.19



JV Organization

- Name of JV
- Ownership interests
- Term of JV
- Purpose (must be a single purpose)



Capital contributions

- Initial
 - Proportionate to ownership interest
- Additional
 - Proportionate to ownership interest
 - Purpose
 - Conditions
 - Limits
- Source of Funds
 - Loans



Accounting Procedures

- Method of Accounting
- Distributions
 - Timing
 - Method
 - Reserves
- Company Records
 - Access to financial records
 - Location



Overall Management

- Management or Governance Committee
 - Voting
 - Quorum
 - Unanimous Decisions
 - Timing/frequency of meetings
 - Documentation
- JV Manager
 - Powers and duties
 - Limits on powers



Day-to-Day Management

- Distinct, clearly-defined portion of the work
- Roles/Responsibilities
 - Clear
 - Detailed



Management Fees

- Reimbursement of costs
- Clearly defined tasks
- Method of charging
 - % of sales
 - \$ reimbursement
- Method of reconciliation
- Royalty/License Fees



Events of Default

- Loss of certification
- Limitations on ACDBE Change of Control

The image shows a certification certificate with a blue border. On the left is the NCTRCA logo (North Central Texas Regional Certification Agency) featuring a map of Texas with an arrow. On the right is the Texas Unified Certification Program (TUCP) logo, which is a circular seal with a map of Texas and the text 'Texas Unified Certification Program' and 'TUCP'. The main text of the certificate reads: 'Airport Concessionaire Disadvantaged Business Enterprise Certification' followed by 'Howell - Mickens, Ltd' and 'Disadvantaged Business Enterprise'. Below this, it states: 'has filed with the Agency an Affidavit as defined by 49 CFR Part 23 and 26 and is hereby certified to provide service(s) in the following areas: 992000; News, Gift, Novelty, and Souvenir Stores, Airport Concessionaire;'. A paragraph follows: 'This Certification is valid beginning August 2011 and superceded any registration or listing previously issued. This certification must ne updated annually by submission of an Annual Update Affidavit..At any time there is a change in ownership or control of the firm, notification must be made immediately to the North Central Texas Regional Certification Agency.' At the bottom left, it shows 'Certificate expiration August 12, 20' and 'Issued date August 11, 20'. At the bottom center, it says 'CERTIFICATION NO. BMD50240Y0812'. On the bottom right, there is a signature and the title 'Certification Administrator'.

NCIRCA
North Central Texas Regional Certification Agency

**Airport Concessionaire
Disadvantaged Business
Enterprise Certification**

**Texas Unified
Certification Program**
TUCP

Howell - Mickens, Ltd
Disadvantaged Business Enterprise

has filed with the Agency an Affidavit as defined by 49 CFR Part 23 and 26 and is hereby certified to provide service(s) in the following areas:

992000;
News, Gift, Novelty, and Souvenir Stores, Airport Concessionaire;

This Certification is valid beginning August 2011 and superceded any registration or listing previously issued. This certification must ne updated annually by submission of an Annual Update Affidavit..At any time there is a change in ownership or control of the firm, notification must be made immediately to the North Central Texas Regional Certification Agency.

Certificate expiration August 12, 20

Issued date August 11, 20

CERTIFICATION NO. BMD50240Y0812

Shawn Meyer
Certification Administrator

Non-Compete Clauses

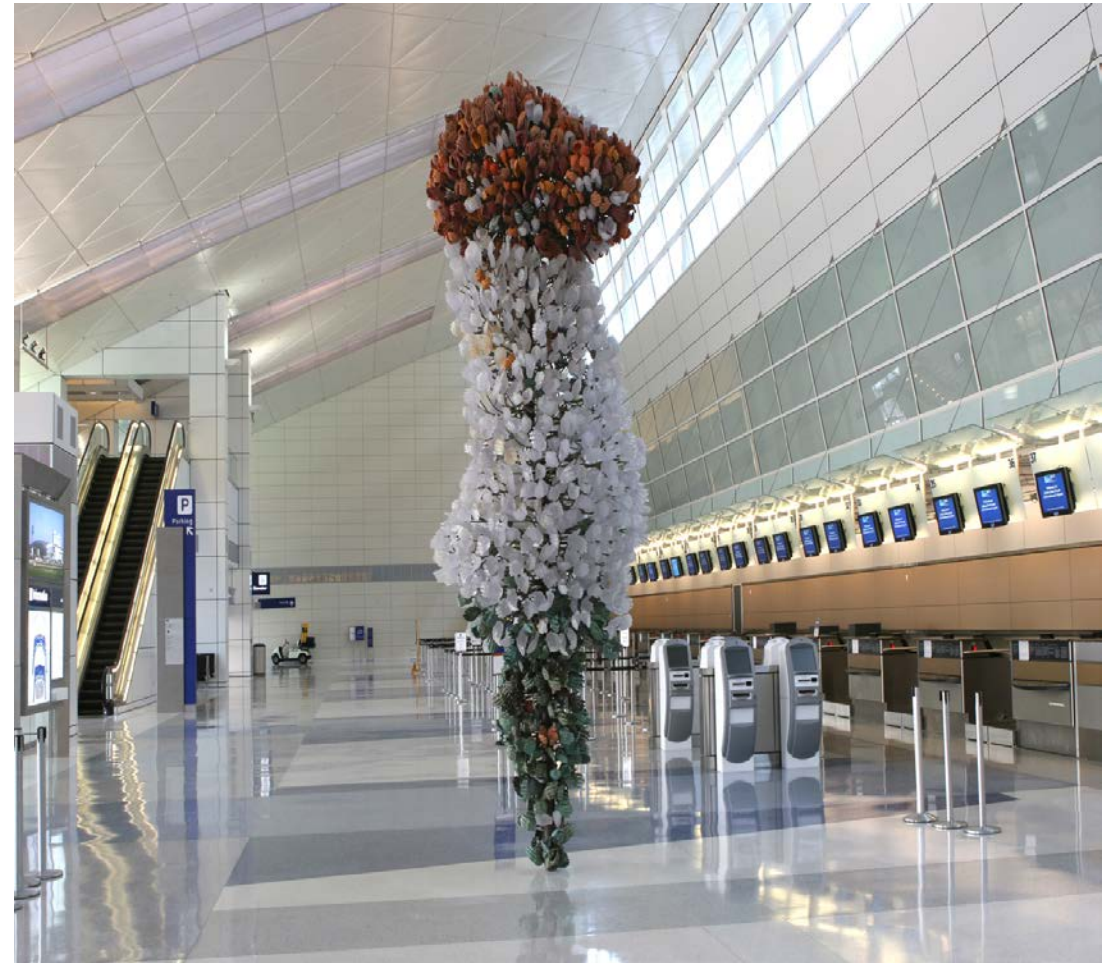
- Not overly broad
- Should not limit ACDBE control of its other businesses or ability to work

Relax
Refresh
Recharge



Transfer of Interest

- ACDBE interest, if transferred, may be required to go to another ACDBE
- Other than that, not more restrictive for ACDBE than for non-ACDBE





Dissolution

- Procedures for winding up and dissolving the business, including:
 - Provisions for disposing of assets
 - Final distributions

Organization Chart

- Accurate reflection of reporting structure
- All positions and employer of each
- Dotted line vs direct line relationships
- Shared employees



Questions