



## *Florida Department of Transportation*

### **Merger/Acquisition Checklist**

Acquisitions can vary a great deal, so please contact [fdot.psprequalification@dot.state.fl.us](mailto:fdot.psprequalification@dot.state.fl.us) as early as possible when undergoing an acquisition to discuss the particulars for your company and prepare for any impacts or additional steps.

Documentation for a merger or acquisition should be submitted at least 30 days before the response deadline for any project the company is seeking, to allow adequate processing time. There are specific elements that may vary based on the details of each situation. In general, please submit:

1. An updated [application form](#) including all qualifying staff for the acquiring entity.
2. Formal documentation of the acquisition/merger signed by the Corporate Officer(s) of both companies and showing the effective date of purchase (such as a detailed Merger Agreement, Plan of Merger, Asset/Stock Purchase Agreement, minutes from a Board meeting reflecting the acquisition, etc.). **Please redact any sensitive and/or proprietary financial information from the requested documents before sending to the Department.**
3. Statement that there has been no change in FEID number for the acquiring entity, or official documentation of the new FEID number.
4. Company registration for acquiring entity with the [Florida Department of State, Division of Corporations](#).
5. Company registrations or certificates of authorization for all work types performed by the acquiring company, in the name of the acquiring company, as required by Rule 14-75, F.A.C. (may include Florida Board of Professional Engineers, Florida Board of Professional Surveyors and Mappers, Florida Real Estate Commission, or Florida Division of Certified Public Accounting).
6. Current paystubs or payroll registers under the name of the acquiring entity for all qualifying staff. These **must** include the complete name of the qualifying entity (no logo, truncation, or abbreviation is accepted), the names of the qualifying individuals, and both the beginning and ending date of the most recent pay period. Pay details and social security numbers may be redacted, due to Florida's broad public records law. A list of current qualifiers for both entities can be provided by [fdot.psprequalification@dot.state.fl.us](mailto:fdot.psprequalification@dot.state.fl.us).
7. A current professional liability insurance certificate for the acquiring entity.
8. Projected overhead, direct expense, and FCCM rates for the acquiring entity. This is required even if your firm has a current overhead audit on file, as the acquisition/merger will impact the company financially. Audit Support can provide additional details by email at [fdot.psprequalification@dot.state.fl.us](mailto:fdot.psprequalification@dot.state.fl.us).
9. A list of any potential conflict of interest scenarios that might arise as a result of this merger/acquisition.

All registrations and documentation must reflect the same name – the name of the business entity prequalified with the Department. Documentation cannot be in the names of affiliates, subsidiaries, or parent companies. It can include fictitious names but must also include the entity's official name. All qualifying entities must also be registered with the State's web-based e-Procurement system, [MyFloridaMarketplace](#).

The Department will issue a new prequalification letter if additional work types are transferred from the acquired or merged entity. The Department has discretion on the assignment of contracts from one entity to another. If the acquired company is a prime for any active Department contracts, the Department may prepare an "Assignment Agreement" assigning all current contracts to the acquiring company once all documentation is received. Contracts with the acquired company as a sub may then be transferred by amendment with the appropriate prime, at the discretion of the district.

Please submit this information to [fdot.psprequalification@dot.state.fl.us](mailto:fdot.psprequalification@dot.state.fl.us) only. You will be notified if any additional information is needed based on the particulars of your company's merger or acquisition.