

REQUEST FOR PROPOSAL
Deferred Compensation Plan Consulting Services
City of Los Angeles Deferred Compensation Plan
CITY OF LOS ANGELES
Personnel Department - Employee Benefits Division
On behalf of the Board of Deferred Compensation Administration

Date Issued: **January __, 2015**

TITLE: **CONSULTING SERVICES FOR THE CITY OF LOS ANGELES DEFERRED COMPENSATION/PENSIONS SAVINGS PLANS**

CONTRACT TERM: **Three (3) years**

MANDATORY PRE-PROPOSAL CONFERENCE:

January __, 2015
City Hall
200 North Spring Street, Room 805
Los Angeles, CA 90012
__:00 a.m. – __:00 a.m.

PROPOSAL DELIVERY ADDRESSES:

City of Los Angeles
Attention: Esther Chang
City Hall
200 North Spring Street, Room 867
Los Angeles, CA 90012

DEADLINE FOR SUBMITTING PROPOSAL: **FEBRUARY __, 2015** at 3:00 p.m.

DEADLINE FOR OUTREACH TO SUBCONTRACTORS (pursuant to the City's Business Inclusion Program outreach requirements): **JANUARY __, 2015** at 5:00 p.m.

CONTRACT ADMINISTRATOR:

Esther Chang, Assistant Plan Manager
Phone (213) 978-1586
Email: esther.chang@lacity.org

PART A

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PART B

City of Los Angeles General Contracting Requirements

SECTION 1

INTRODUCTION/BACKGROUND

1.0 INTRODUCTION

The City is seeking expert investment, administrative and communications consulting services from one or more providers for the City's Deferred Compensation Plan and Pensions Savings Plan. The Deferred Compensation Plan is a non-qualified tax-deferred savings program for full-time City employees established in 1983 under Internal Revenue Code (IRC) Section 457 and City of Los Angeles Administrative Code, Division 4, Chapter 14, Sec. 4.1400-4.1410. The Pensions Savings Plan is a non-qualified tax-deferred savings program for part-time City employees established in 1993 under IRC Section 457 and City of Los Angeles Administrative Code, Division 4, Chapter 16, Sec. 4.1600-4.1615. The required services will be as-needed and include the following three primary consulting categories: Investment Consulting, Plan Administration Consulting, and Communications Consulting.

1.1 BACKGROUND

The Board of Deferred Compensation Administration ("the Board") administers the City of Los Angeles Deferred Compensation Plan (DCP). The nine-member Board includes three elected employee representatives from the Los Angeles City Employees' Retirement System ("LACERS"), Fire and Police Pension System ("Pensions"), and Department of Water and Power Retirement Plan ("DWP Retirement"); the LACERS General Manager; the Pensions General Manager; the DWP Retirement Plan Manager; a Certified Union Representative; a retired participant representative; and the General Manager Personnel Department. The Board has administrative responsibility, including contract authority, for the Deferred Compensation Plan.

As of September 30, 2014, the Plan had \$4,477,873,196 in assets and 40,757 participants. More detailed information regarding the Plan is included in the Plan's Quarterly report for the period ending September 30, 2014, available at the Plan website at <http://per.lacity.org/DeferredComp/PreviousMeetingsBDCA.htm> (listed under the November 18, 2014 Board meeting as "Great-West Quarterly Report 3Q 2014").

The Personnel Department's Employee Benefits Division provides primary staff support for the Deferred Compensation Plan. Employee Benefits staff performs the following functions:

- Develop policy and plan design recommendations
- Function as liaison to the Board's consultant
- Administer all plan-related contracts; and
- Facilitate all aspects of employee participation in the plans

The Office of the City Attorney serves as the Board's legal counsel and provides legal support for the Plan which includes reviewing procurements and contracts, ensuring compliance with State and federal laws, providing guidance in regards to various administrative functions, such as beneficiary claims, and processing Qualified Domestic Relations Orders (QDROs).

The Board contracts with Great-West to provide third-party administration of the program, including recordkeeping, enrollment, counseling, and communications. Through its contract with Great-West, the Plan utilizes Wells Fargo Bank ("Wells Fargo") to provide passive trustee services. Wells Fargo's role is to help fulfill the federal requirement that all Plan assets be held in trust for the exclusive benefit of Plan participants. In addition, Wells Fargo provides custody services for assets held in the DCP Stable Value Fund separate account.

Mercer Investments Consulting/Mercer U.S. ("Mercer") is the incumbent consulting firm providing investment, plan administration and communication consulting to the Board; the City's Plan also has a separate consulting contract with Buck Consultants for communications consulting only.

As of September 30, 2014, the Plan offered the following investment options in its investment menu. It should be noted that in early 2015, the Plan will implement custom, multi-manager funds for the DCP Mid-Cap Stock, DCP Small-Cap Stock, and DCP International Stock Funds.

| Investment Option | Provider | Account Type |
|----------------------------------|---|-----------------------------------|
| DCP FDIC-Insured Savings Account | Bank of the West | Interest Bearing Checking Account |
| | East West Bank | Deposit Savings Account |
| DCP Stable Value Fund | Galliard Capital Management | Separate Account |
| DCP Bond Fund (blended) | Loomis Sayles Core Plus Bond | Mutual Fund |
| | Vanguard Total Bond Market Index Institutional Plus | Mutual Fund |
| DCP Large-Cap Stock Fund | Vanguard Institutional Index Plus | Mutual Fund |
| DCP Mid-Cap Stock Fund | Vanguard Mid-Cap Index Fund Institutional | Mutual Fund |

| | | |
|---|---|-----------------|
| DCP Small-Cap Stock Fund | State Street Global Advisors Russell 2000 Index | Commingled Fund |
| DCP International Stock Funds (not blended) | Fidelity Diversified International | Mutual Fund |
| | DWS EAFE Equity Index Inst. | Mutual Fund |

1.2 DCP Consulting Services

The purpose of this RFP is to obtain proposals from qualified entities that will provide the Plan with consulting services in the following three primary categories:

| Plan Administration Consulting | Investment Consulting | Communications Consulting |
|--|---|--|
| <ul style="list-style-type: none"> - Plan Design – 457, 401(a) - Procurement development/review and contract development for third-party administrative services & contract auditing services - Regulatory/technical guidance | <ul style="list-style-type: none"> - Investment option performance review/monitoring - Procurement /search development/review and contract development for Plan investment managers - Fund transition services | <ul style="list-style-type: none"> - Marketing and education material development/review - Marketing and education strategy development - Participant Assessments |

Proposal Options:

A vendor may submit a proposal or proposals to provide Plan Administration Consulting, Investment Consulting, and/or Communications Consulting. Proposals for each category will be evaluated separately. The City reserves the right to Contract with multiple vendors pursuant to this RFP and to select more than one vendor within each consulting category. Fee proposals for each consulting category must be made separately for each category of consulting services.

1.3 DEFINITIONS OF TERMS

The following terms used in the RFP documents shall be defined as follows:

“**The Board**” means the City of Los Angeles Board of Deferred Compensation Administration.

“**The City**” means the City of Los Angeles.

“**Contract Administrator**” means the City staff person serving as the primary point of contact for this RFP.

“**Contract Effective Date**” means the date, mutually agreed upon between the Contractor and City, that the Contractor begins performing services for the City.

“Contractor” means the individual, partnership, corporation or other entity to which this Contract is awarded, and shall be synonymous with the term “Vendor.”

“DCP” or **“The Plan”** means the City of Los Angeles Deferred Compensation Plan, established pursuant to Section 457 of the Internal Revenue Code (“IRC”).

“Employee Benefits” means the Employee Benefits Division of the City of Los Angeles Personnel Department.

“Investment Policy Statement” means the Investment Policy Statement adopted for the City of Los Angeles Deferred Compensation Plan.

“Plan” means the City of Los Angeles Deferred Compensation Plan.

“Proposer” means a respondent to this RFP.

“RFP” means this Request for Proposal.

1.4 CONTRACT TERM

The term of any Contract(s) awarded pursuant to this RFP shall be for a period of three years from the Contract effective date as provided for by the final Contract. The City may, in its sole discretion, seek an extension of the term beyond the initial three-year term.

1.5 RFP CONTENTS

The contents of this RFP are as follows:

PART A – Request for Proposal, including the Proposal Questionnaire.

PART B – General Contracting Requirements and Attachments, which includes the City of Los Angeles Standard Provisions for City Contracts (rev. 6/14) and other general contracting requirements that must be thoroughly reviewed and completed as specified.

1.6 RFP CONTACT INFORMATION

The Board and its staff are committed to ensuring that all Plan business transactions, including Plan procurement processes, are based strictly on integrity, competence, merit and benefit to Plan participants and their beneficiaries. As a matter of policy, Board members and staff will not communicate with current or prospective vendors or their representatives, or any other person or organization, for the purpose or intent of having a particular vendor secure or maintain a contract or business with the Plan, or otherwise realize financial gain from the Plan, whether during or outside of a procurement process.

In support of this, and to ensure the transparency and objectivity of this procurement process, all communications and questions regarding or related to the services included in this RFP should be directed as follows:

PART A Contact Information

All questions regarding this RFP PART A must be in writing and should be directed to Employee Benefits as follows:

- *Personnel Department, Employee Benefits Division*
 Esther Chang
esther.chang@lacity.org
 (213) 978-1586

PART B Contact Information

Questions regarding the City’s General Contracting Requirements must also be posed in writing and should be directed to Roberta Jacobsen of the Personnel Department’s Administrative Services Division (ASD) at bobbi.jacobsen@lacity.org (who can also be reached at (213) 473-9148), or to the City department responsible for the particular requirement, as specified within the Part B materials.

1.7 GENERAL INFORMATION AND MANDATORY PRE-PROPOSAL CONFERENCE

The Board intends to award a contract, in a form approved by the City Attorney, to the selected proposer. Written proposals submitted to the City constitute a legally binding contract offer and shall remain open for twelve (12) months. It is requested that proposals be prepared simply and economically, avoiding the use of unnecessary promotional material.

1.7.1 Proposal Timeline

The following is the current timeline for the RFP process. The City reserves the right to adjust this schedule. Changes to the timeline, if any, will be posted online as an RFP Addendum.

| Target Dates | Event |
|-------------------|--|
| December __, 2014 | Request for Proposal Released |
| December __, 2014 | Deadline for receiving written questions for the Pre-Proposal Conference is 4:00 p.m. |
| December __, 2014 | Deadline to register to participate in Pre-Proposal Conference by telephone is 4:00 p.m. |

| | |
|--|--|
| December __, 2014 | Pre-Proposal Conference at 10:00 a.m. Pacific Standard Time |
| January __, 2015 | General Contracting Requirements Preliminary Submission Deadline |
| January __, 2015 | City Review of General Contracting Document Due to Vendor by This Date |
| | Final day for vendors to issue written solicitations to subcontractors via www.labavn.org website. This step should be completed by 5:00 p.m. Pacific Standard Time to avoid risk of late submission. |
| January __, 2015 | Deadline for receiving written questions regarding the RFP is 4:00 p.m. |
| January __, 2015 | RFP responses due by 3:00 p.m. Pacific Standard Time |
| | BIP Summary Sheet Submission on LABAVN – 4:30 p.m. Pacific Standard Time |
| February __, 2015 | RFP evaluations |
| By April 1, 2015 <i>(tentative subject to revision)</i> | Board makes selection and begin contract negotiation with successful proposer |
| July 1, 2015 <i>or upon contract agreement</i> | Execute contract |
| July 1, 2015 | Commencement of Services |

1.7.2 Pre-Proposal Conference

A Pre-Proposal Conference will be held to provide information regarding the RFP requirements and answer questions from prospective proposers regarding this RFP. The Pre-Proposal Conference will also give proposers and potential subcontractors the opportunity to network. City staff will not provide assistance regarding a proposer's individual RFP response.

The conference has been scheduled for **January __, 2015, at 10:00 a.m.** Potential proposers may participate by physically attending or by calling in. Participants will be asked to identify themselves by name and firm.

If you intend to participate by telephone, please pre-register by contacting Esther Chang at (213) 978-1586 or via email at esther.chang@lacity.org no later than January __, 2015 at 4:00 p.m. Pacific Standard Time. The City will provide a call-in number at that time for those interested in participating by telephone.

It is to your benefit to bring your own copy of the RFP, particularly the City's General Contracting requirements, to the conference. NO COPIES WILL BE PROVIDED AT THE CONFERENCE.

1.7.3 Questions Regarding the RFP

To maximize the effectiveness of the conference, to the extent possible, proposers should provide questions in writing prior to the conference. The deadline to provide questions for responses at the Pre-Proposal Conference is **January __, 2015** at 4:00 p.m. Pacific Standard Time. This will enable the City to prepare responses in advance.

Specific questions concerning the RFP should be submitted in writing via e-mail to Esther Chang at esther.chang@lacity.org. Please identify the RFP title on the subject line of your message. All questions should identify the RFP section and page number, or the relevant General Contracting provision, for each question submitted. Additional questions may be accepted and addressed at the conference. However, responses may be deferred and posted online as addenda to the RFP at a later date. To ensure the fair and consistent distribution of information, all questions will be answered in writing and distributed at the Mandatory Pre-Proposal Conference and available online.

Subsequent questions regarding the RFP should be in writing and sent via e-mail to Ms. Chang. The City will make every effort to respond to all written questions as soon as practical. Responses to questions, or any other changes to or interpretation of the RFP, will be posted on the Plan's website at www.labavn.org. Any such changes or interpretations shall become a part of said RFP and may be incorporated into any Contract awarded pursuant thereto.

The final deadline for written questions following the Mandatory Pre-Proposal Conference is **January __, 2015** at 4:00 p.m.

1.8 GENERAL CONTRACTING REQUIREMENTS PRE-SUBMISSION OPTION AND SUBMISSION DEADLINES

The City's General Contracting Requirements are included in Part B, which is attached hereto. Part B contains the Standard Provisions for City Contracts and a variety of documents and forms with which prospective City vendors must demonstrate compliance in order to be awarded a City contract.

Within Part B is a list of requirements that must be fully met, including forms to be completed and submitted and details regarding certain processes which must be followed by prospective vendors as part of their RFP response. Failure to meet any of these requirements to the satisfaction of the City by the RFP Proposal

Submission Deadline will result in disqualification of the vendor's proposal as being non-responsive.

The City will provide vendors an opportunity to demonstrate responsiveness to the City's General Contracting Requirements at a date prior to the RFP due date. If a vendor utilizes this option, City staff will identify whether the documents as submitted are or are not responsive to the City's requirements. If deemed non-responsive, the vendor will have time to demonstrate responsiveness by no later than the RFP Proposal Submission Deadline. **Following that deadline, there will be no further opportunity for demonstrating responsiveness to the City's General Contracting Requirements.** Failure to adequately demonstrate responsiveness to the City's General Contracting Requirements, or a rejection by the vendor of those requirements or the Standard Provisions for City Contracts, will result in disqualification of the proposal.

Following are the relevant dates with respect to this process:

General Contracting Requirements Preliminary Submission Deadline:
January __, 2015 by 3:00 p.m. Pacific Standard Time

City Review Results Due to Vendor by:
January __, 2015

Final RFP Response Deadline:
February __, 2015 by 3:00 p.m. Pacific Standard Time

Hardcopy submissions must be received by the RFP Contract Administrator by the designated deadlines at the following address:

City of Los Angeles Deferred Compensation Plan
ATTN: Esther Chang
200 N. Spring Street, Room 867
Los Angeles, CA 90012

Vendors are not required to complete and submit their General Contracting Requirements forms/processes by the Preliminary Submission Deadline; however, it may be to their advantage to do so.

1.9 PROPOSAL SUBMISSION DEADLINE

Response to this RFP must be submitted on paper and must be received by the RFP Contract Administrator no later than 3:00 p.m. **Pacific Standard Time on February __, 2015.** Electronic portions, as specified further in this RFP, must be received no later than this date/time as well. Late responses will not be considered. The City reserves the right to extend the Proposal Submission Deadline should this be in the interest of the City.

SECTION 2

SCOPE OF SERVICES

A. PLAN ADMINISTRATION CONSULTING

1. **Procurement Development and Analysis of Responses** - The selected vendor will assist the Board and staff in developing Requests for Proposal (RFP) for various functions involved in the administration of the DCP and PSP, which may include some or all of the following:

- Third-party-administrative & recordkeeping services
- Plan audit services
- Services/programs which may or may not presently be included in the plan

The selected vendor will be required to assist in evaluating responses to those proposals and generating recommendations to the City for action. The selected vendor must be capable of drafting proposed RFP questionnaires, evaluation criteria, scoring methodologies, response summaries, recommendations for action, and other information as necessary to assist the City in evaluating the capabilities and soundness of firms submitting proposals.

2. **Contract Development & Review** - The selected vendor will be required to provide assistance to the City in development/review of proposed Contracts for the various Plan-related services identified above which are periodically placed out to competitive bid. In addition, the selected vendor must be capable of drafting, reviewing and providing advice regarding amendments or extensions to existing Contracts.

3. **Plan Design/Best Practices/Benchmarking** - The selected vendor will be asked to provide input and advice with respect to defined contribution plan design, best practices, and benchmarking relative to both the DCP and PSP. This may include issues regarding:

- Determinations as to what services should be offered under the Plans;
- Best practices in plan design and administration; and
- Measuring the success of the Plans relative to Plan mission/goals as well as other defined contribution plan sponsors.

4. **Technical/Retirement Services** - The selected vendor will be asked to, on an as-needed basis, evaluate and provide commentary with respect to a variety of

tax, technical and retirement plan issues for use in day-to-day administration of the program and/or in the research of related matters. The selected vendor must be capable of providing expert review and analysis with respect to the following:

- Proposed or actual Federal legislation and regulations affecting 457 plans;
- Potential modifications to the City's Plan Document;
- Questions which may arise from time to time in the administration of the Plan concerning the interpretation of Federal rules and policies and their applicability to the City's Plan; and
- A broad range of questions related to retirement or tax-deferred saving concepts or issues not necessarily directly related to Section 457 defined contribution plan administration.

B. INVESTMENT CONSULTING

1. Investment Option Performance Monitoring/Review

The selected vendor will be asked to provide the following investment option monitoring/review services in accordance with the City's Investment Policy Statement (IPS):

- Evaluate performance results and investment management fees relative to the appropriate benchmark and peer rankings for each investment fund option on a quarterly basis.
- Advise the City of significant changes impacting the City's funds including management team depth and personnel stability, portfolio construction, adherence to style objectives, and organizational stability.
- Advise the City as to the continuing appropriateness of each Deferred Compensation Plan investment manager and each investment fund option, including making recommendations for termination as necessary and in accordance with the Plan's IPS.
- Recommend modifications to the City regarding the overall investment program including the IPS, fund selection/deletion, and performance objectives and standards for each investment fund option.
- Inform the City of relevant investment, economic, and related trends and issues which may impact the Plan and its investment offerings.

2. Procurement/Search Development, Execution and Review of Responses

The selected vendor will assist the Board and staff in developing procurements and search processes for investment management services. Investment management services includes professional management of mutual funds, separate accounts, variable annuities, commingled funds, bank/money market

funds, certificates of deposit, and other such holding vehicles for all investment options made available within the Plan's core investment menu. The Plan has established two options within its IPS for the Plan to conduct investment manager searches. Institutional manager procurements involve the issuance of an RFP and development of a contract with selected firms. Mutual fund searches involve applying fund search criteria adopted by the Board and developing a set of finalists for Board consideration. The Board may apply one or both types of search modes to any given procurement. The selected vendor must have the available resources necessary to assist the Plan in conducting both types of searches.

The selected vendor will be required to assist in evaluating provider data and generating recommendations to the City for action. The selected vendor must be capable of proposing search parameters, questionnaires, evaluation criteria, scoring methodologies, response summaries, recommendations for action, and other information as necessary to assist the City in evaluating the capabilities and soundness of firms submitting proposals.

The Board has established a rolling five-year investment manager search schedule, detailed as follows:

| Investment Menu Option | Investment Manager Search | Anticipated Search Type |
|--|--|-----------------------------------|
| Year 1 | | |
| ACTIVE BOND/EQUITY MANAGERS + FDIC SAVINGS | | |
| Bank Deposit FDIC Fund | FDIC Insured Savings | Institutional Manager Procurement |
| DCP Bond Fund | Active Bond | Mutual Fund Search |
| DCP Mid-Cap Fund | Active Mid-Cap Growth | Mutual Fund Search |
| DCP Mid-Cap Fund | Active Mid-Cap Value | Mutual Fund Search |
| DCP Small-Cap Fund | Active Small-Cap Growth | Mutual Fund Search |
| DCP Small-Cap Fund | Active Small-Cap Value | Mutual Fund Search |
| DCP International Fund | Active International Developed Markets | Mutual Fund Search |
| DCP International Fund | Active International Emerging Markets | Mutual Fund Search |
| DCP International Fund | Active International Small-Cap Markets | Mutual Fund Search |
| Year 2 | | |
| PASSIVE BOND/EQUITY MANAGERS + STABLE VALUE | | |
| Stable Value Fund | Stable Value Manager | Institutional Manager Procurement |
| DCP Bond Fund | Passive Bond | Mutual Fund Search |
| DCP Large-Cap Fund | Passive Large-Cap | Mutual Fund Search |

| | | |
|--------------------|-------------------|--------------------|
| DCP Mid-Cap Fund | Passive Mid-Cap | Mutual Fund Search |
| DCP Small-Cap Fund | Passive Small-Cap | Mutual Fund Search |
| Year 3 | | |
| None | | |
| Year 4 | | |
| None | | |
| Year 5 | | |
| None | | |

The City's Plan is in the process of completing its Year 1 searches in calendar year 2014, and initiating its Year 2 searches in calendar year 2015.

3. Contract Development & Review

The selected vendor will be required to provide assistance to the City in development and review of proposed Contracts for investment management services. In addition, the selected vendor must be capable of drafting, reviewing and providing advice regarding amendments or extensions to existing Contracts.

4. Fund Transition Services

The selected vendor may be asked to assist in the transition of administrative or investment management services/assets from one provider to another. The selected vendor may further be asked to provide professional transition management services for separate accounts, commingled trusts, group insurance Contracts, mutual funds and other investment vehicles.

C. COMMUNICATIONS CONSULTING

1. Communications Materials Development/Review

The selected vendor must be able to provide assistance in the design/review of communications materials regarding various aspects of promoting the Plan or educating participants regarding various aspects of the Plan. Communications materials include Plan print materials such as account statements, program or benefit descriptions, and forms; Plan virtual materials such as videos and webinars on our Plan websites; and Plan audio/verbal communications such as group meeting presentations or the automated telephone line.

2. Communications Strategies

The selected vendor will be asked to provide assistance in the development of marketing strategies for the Plan. Marketing strategies may be geared towards encouraging participation in the Plan as well as educating participants regarding various aspects of the Plan. The development of marketing strategies must include ways of defining objectives and creating metrics for measuring success of the strategy.

3. Participant Assessments

The selected vendor will be asked to provide advice and assistance in developing and evaluating participant assessments. Participant assessments may include but are not limited to participant surveys, focus groups, customer satisfaction evaluations, and other knowledge/awareness assessments.

DRAFT

SECTION 3

PROPOSAL QUESTIONNAIRE

Responses to this questionnaire must be submitted on paper (with electronic copy as designated in Section 4.6) by the Proposal Submission Deadline of **January __, 2015**, along with any documents required to be submitted pursuant to the City's General Contracting Requirements and Section 4 and Section 6 of this RFP. Both parts must be received by the Contract Administrator at:

City of Los Angeles
ATTN: Esther Chang
City Hall
200 North Spring Street, Room 867
Los Angeles, CA 90012

All items must be received by the Proposal Submission Deadline of **January __, 2015 at 3:00 p.m.** Please note that late responses will not be considered.

The RFP questions included in this RFP are intended to solicit important background information about your firm and fully disclose the data points upon which proposers will be evaluated. The City is not evaluating firms using any information other than what is included in vendor responses to the RFP.

A. ORGANIZATION BACKGROUND

Items 1-9 are required in order for your proposal to be considered responsive but will not be rated.

1. Provide a cover letter limited to no more than two pages. The cover letter must include the following:
 - i. Title "City of Los Angeles Deferred Compensation Plan 2015 Consulting Services RFP" and submission date
 - ii. Contact name of person authorized to represent proposer
 - iii. Contact Name/Title:
 - iv. Mailing Address:
 - v. Location of Business (if different from mailing address):
 - vi. Type of legal entity (corporation, limited liability company, joint venture, partnership, etc.)
 - vii. A short description of your organization, the businesses in which it engages and the services it provides.
 - viii. Telephone Number:
 - ix. Fax Number:
 - x. E-mail Address:
 - xi. The following statement:

"The undersigned hereby offers and agrees to furnish the goods and/or routine services in compliance with all the service level requirements, instructions, specifications, and any amendments contained in this RFP document and any written exceptions in the offer accepted by the City. This Proposal is genuine, and not sham or collusive, nor made in the interest or in behalf of any person not herein named; our firm has not directly or indirectly induced or solicited any other Contractor to put in a sham Proposal, or any other person, firm or corporation to refrain from submitting a Proposal; and our firm has not in any manner sought by collusion to secure for itself an advantage over any other Contractor. This Proposal is signed on behalf of our firm by an officer authorized to bind our firm to the Proposal. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and I agree to the terms and conditions in this proposal."

2. Indicate your City Business License Number or Vendor Registration Number if available. A license or registration number is not required for your proposal but will be required prior to execution of a Contract. To obtain a Business Tax Registration Certificate (BTRC) or Vendor Registration Number call the Office of Finance at (213) 473-5901 and pay the respective business taxes. The address is as follows: City of Los Angeles, City Hall, Room 101, Office of Finance, 201 North Main Street, Los Angeles, CA 90012 – <http://www.lacity.org/finance/>).
3. Indicate your company's State of California Board of Equalization permit number. If you do not have this permit, please make a statement to this effect.
4. Fill out and submit the appropriate California Revenue and Taxation Code form, if applicable (for out of state vendors).
5. Provide a statement indicating that your firm will comply with the City of Los Angeles General Contracting Provisions attached to this RFP in Part B, including

the Standard Provisions for City Contracts (Rev. _____). Please note that your statement does not relieve you from providing all of the documents required pursuant to the "Proposal Response Checklist."

6. The City is estimating that the following insurance coverage types will apply to this Contract:
- Workers Compensation (_____)
 - General Liability (_____)
 - Professional Liability (_____)

Please verify that you will be able to meet the required coverage levels and that you will submit proof of such pursuant to Part B, "General Contracting Requirements - Insurance Requirements," as a condition of execution of any final contract (see Part B, "Standard Provisions – Insurance Requirements" for further details). Note that if the proposer is a sole owner company with no employees, the proposer can sign the City's waiver of workers compensation. General Liability can also be obtained through the City's SPARTA program for small contractors. Links to the City's waiver form and SPARTA program from the City's Risk Management website are provided as follows:

<http://www.2sparta.com/>
<http://cao.lacity.org/risk/waivewc.pdf>

7. **Lobbyist Disclosure** – Disclose any (1) arrangements your company has with any lobbyists and/or agents representing your company, and (2) any arrangements your company has with an unrelated individual or entity with respect to the sharing of any compensation, fees, or profit received from or in relation to the proposing company being awarded a Contract with the City. If any such arrangements exist, describe the nature of the relationship and the manner in which compensation or fees would be shared.
8. **Endorsement Disclosure** – Disclose any financial relationship your company has with any union, organization or association in conjunction with an endorsement. Provide details regarding the relationship, including any benefit that will be recognized by the union, organization or association in the event your company is awarded a Contract with the City.
9. If any portion of the Contract is to be subcontracted, it must be clearly set forth as to the part(s) to be subcontracted, the reasons for the subcontracting and a listing of subcontractors. For each subcontractor proposed, provide the following information:
- i. The specific service being subcontracted
 - ii. Name of Subcontractor
 - iii. Subcontractor's Contact Name
 - iv. Contact Title
 - v. Contact Phone Number
 - vi. Mailing Address
 - vii. Location of Business (if different from mailing address)
 - viii. Telephone Number
 - ix. Description of Work to be Subcontracted

- x. Reason Subcontracting
- xi. Percent of Total Contract to be Subcontracted & Dollar Amount
- xii. Relevant work experience in years and level of responsibility
- xiii. Experience in number of years that your firm has worked with the Subcontractor providing these services
- xiv. If subcontractors will not be utilized, so indicate here.

QUALIFICATIONS

The following questions will be rated.

| B. Organizational Strength & Continuity | | |
|--|--|--|
| 1. | Provide a summary of your organization's strategic plan, including the following: <ul style="list-style-type: none"> ➤ Level of commitment management has to building market presence ➤ Plan for controlling/managing growth of your business | |
| 2. | Provide expenditures for your consulting services business in relation to your organization's total expenditures company-wide: <ul style="list-style-type: none"> ➤ Total for 2011 ➤ Total for 2012 ➤ Total for 2013 | |
| 3. | Is your company a subsidiary or affiliate of another company? If yes, describe the nature of the business of the parent firm. Provide full disclosure of all direct or indirect ownership. | |
| 4. | Describe any pending agreements to merge or sell your company or any portion thereof, or your parent company | |
| 5. | Describe any pending or anticipated plans to reorganize your company within itself or as part of the larger organization of which your company is a part. | |
| 6. | Describe any change in senior management in the last five years. Indicate the average tenure (in years) of senior management? | |
| 7. | For the work unit(s) that you would propose servicing the City's Plan, what was total staff turnover for 2011, 2012, & 2013? <ul style="list-style-type: none"> ➤ Number of full-time employees ➤ Percent | |
| C. Regulatory or Contractual Actions | | |
| 8. | Has your company been the subject of any complaint filed with any state or federal regulatory agency or office In the past five years? Has your company ever had a license to do business, an agent/broker license or any other insurance license revoked or suspended? Has your company ever been reprimanded or otherwise cited by a licensing agency? If any of these apply, please describe fully. | |
| 9. | Disclose the extent to which your business has been sued, or had other legal action initiated by clients, within the last five years. | |
| 10. | Identify and describe any past, pending or threatened judicial or administrative litigation (including lawsuits or protests) in which you have litigated against a | |

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| | client or prospective client, within the past five years, related to the type of services you are proposing. Indicate the reasons for the lawsuit/protest and the outcome. Provide contact information for the entity sued or challenged. | |
| 11. | Describe any incident w/n past five years in which your business has had a Contract terminated for default. Termination for default is defined as notice to stop performance due to your organization's non-performance or poor performance and the issue was either not litigated, or litigated and such litigation determined your organization to be in default. Submit full details of all termination for default experienced by your firm during the past five years including the other party's name, address, telephone number and your firm's position on the matter. The City will evaluate the facts and may, at its sole discretion, reject your firm's proposal if the facts discovered indicate that completion of a Contract resulting from this RFP may be jeopardized by selection of your firm. If your firm has experienced no termination for default in the past five years, so indicate. | |
| 12. | Has your company or its subsidiaries ever filed or been petitioned into bankruptcy or insolvency or has your company ever made any assignment for the benefit of your creditors? If so, provide complete details. | |
| 13. | Describe what procedures and policies you have in place to protect against, and provide disclosure of, any potential or perceived conflict of interest involving relationships your firm may have with service providers for which you may also be asked to conduct performance reviews or otherwise evaluate for the City's Plan. To what extent and under what circumstances do the individuals who would be directly servicing the City's account personally meet with service providers that could be actual or potential City clients? | |

D. Relevant Experience

| 14. | Identify the number of defined contribution plans to which you provide consulting services (break out by Plan Administration and Investment Consulting if submitting multiple proposals) as follows: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------|---|-----------------------------|--------------------|-----------------------------|-----------------------------|--|--|-----|--|--|---------------|--|--|------------------|--|--|--|--|--|----------------------|--|--|---------------------|--|--|------------------------------|--|--|-----------------------|--|--|--|
| | <table border="1"> <thead> <tr> <th>CLIENT PLANS</th> <th>Number of DC Plans</th> <th>Number of Section 457 Plans</th> </tr> </thead> <tbody> <tr> <td>By Plan Participants</td> <td></td> <td></td> </tr> <tr> <td>500</td> <td></td> <td></td> </tr> <tr> <td>500 to 10,000</td> <td></td> <td></td> </tr> <tr> <td>More than 10,000</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td>By Asset Size</td> <td></td> <td></td> </tr> <tr> <td>Up to \$100 million</td> <td></td> <td></td> </tr> <tr> <td>\$100 million to \$1 billion</td> <td></td> <td></td> </tr> <tr> <td>More than \$1 billion</td> <td></td> <td></td> </tr> </tbody> </table> | CLIENT PLANS | Number of DC Plans | Number of Section 457 Plans | By Plan Participants | | | 500 | | | 500 to 10,000 | | | More than 10,000 | | | | | | By Asset Size | | | Up to \$100 million | | | \$100 million to \$1 billion | | | More than \$1 billion | | | |
| CLIENT PLANS | Number of DC Plans | Number of Section 457 Plans | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| By Plan Participants | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 500 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 500 to 10,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| More than 10,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| By Asset Size | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Up to \$100 million | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| \$100 million to \$1 billion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| More than \$1 billion | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| 15. | <p>Out of all clients identified above, for the top three in terms of total annual compensation, please provide</p> <p>(a) Total compensation or annual contract amount per client in 2013, and</p> <p>(b) Brief description of not more than two of the most significant projects produced for each client in 2013.</p> | |
| 16. | <p>Regarding the experience statistics provided above, describe what you consider to be your core (i.e. your primary client base) consulting services market. As a potential client, describe how the City's DCP does or does not fit with your core market segment.</p> | |
| <p>E. Consulting Services</p> <p>1. Plan Administration Consulting</p> <p><i>(Responses to questions 20 to 40 are not required if you are not proposing to offer Plan Administration Consulting services)</i></p> | | |
| <p>Plan Design & Administration</p> | | |
| 17. | <p>Who will provide Plan Administration consulting services to City? For each individual please indicate:</p> <ul style="list-style-type: none"> ➤ Work experience/qualifications ➤ Tenure with firm ➤ If there is more than one individual, indicate who will be the lead consultant and describe their roles and areas of expertise ➤ Where the individual(s) is/are located ➤ Describe caseload for lead consultant by listing other clients handled by that individual | |
| 18. | <p>Indicate how you will maintain your responsiveness to the City's account in the face of competing client demands. Describe what the City should expect of your lead consultant with respect to:</p> <ul style="list-style-type: none"> (a) Time spent in the office and availability to respond to inquiries; (b) Ability to schedule and attend meetings, both by telephone or in person; and (c) Systems or protocols you use to maintain good client communication and project oversight. | |
| 19. | <p>Describe in detail, and provide examples of, your experience with respect to analyzing, recommending, and/or assisting plan sponsors in conducting performance and operational evaluations for defined contribution programs involving plan design (e.g. adding/deleting services or features, review of or changes to service bundling, etc.).</p> | |

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| 20. | Describe in detail, and provide examples of, your experience with respect to analyzing, recommending, and/or assisting plan sponsors in conducting performance and operational evaluations for defined contribution programs involving identifying and recommending best practices in plan features and services. | |
| 21. | Describe in detail, and provide examples of, your experience with respect to analyzing, recommending, and/or assisting plan sponsors in conducting performance and operational evaluations for defined contribution programs involving defining a plan's core mission, goals and metrics for measuring plan success. | |
| Technical and Legal Resources | | |
| 22. | Describe the resources you can make available to the Plan for the purpose of expert technical legislative review of defined contribution law. Describe in detail your experience and background with respect to IRC Section 457 and its regulations specifically. | |
| 23. | Indicate if you have attorneys on staff who could be used as resources by the City for the purpose of researching inquiries regarding statutes and regulations relevant to Section 457 and defined contribution plan administration, whether any of these attorneys are licensed to practice law in the State of California, and what qualifications or limitations you would place on the information provided by your legal advisors with respect to that information. | |
| 24. | Explain how you would be proactive in notifying the City of potential regulatory/compliance issues or changes that must be made to the City's governing documents in order to adapt to changing requirements. Describe what you would propose in terms of process in order to regularly review such regulatory issues relative specifically to the City's governing documents and to notify the City of necessary actions. | |
| 25. | Describe any experience your firm has in either pre-testing for an Internal Revenue Service (IRS) audit or in assisting plan sponsors in navigating an actual IRS audit. Describe any proactive efforts your firm has made to assist a client in identifying potential audit risks. If you have assisted a plan sponsor in an audit, provide details regarding the plan sponsor, time of audit, and nature of assistance you provided. | |
| Procurement Development and Review | | |
| 26. | <p>Discuss your experience in the design of Requests for Proposal for defined contribution plan administration (including recordkeeping, communication and enrollment services). Describe your typical development process for this type of RFP, to include gathering of plan data, establishing timelines, typical number of questions posed, etc. In 2011, 2012 & 2013, how many such RFPs have staff to be assigned to City's account helped develop?</p> <p>For each, please indicate:</p> | |

| | | |
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| | <input type="checkbox"/> Plan <input type="checkbox"/> Plan type (e.g. Section 457, 401(k), etc.) <input type="checkbox"/> Approximate number of participants and assets | |
| 27. | Describe resources and deliverables relative to the search processes described in the prior question, including the development of search questions, reviewing responses and generating summary results for clients. Describe typical reporting/scoring/analysis for this type of procurement and include sample deliverable for same (no more than 5 sample pages – not required to be exhaustive). | |
| 28. | <p>Discuss any experience you have in the design of Requests for Proposal for bundled Internal Revenue Code Section 3121 retirement plans for part-time, temporary and seasonal employees. Describe your typical development process for this type of RFP, to include the gathering of plan data, establishing timelines, typical number of questions posed, etc. In 2011, 2012 & 2013, how many such RFPs have the staff who will be assigned to the City's account helped develop? For each, please indicate:</p> <input type="checkbox"/> Plan <input type="checkbox"/> Plan type (e.g. Section 457, 401(a), etc.) <input type="checkbox"/> Approximate number of participants and assets | |
| 29. | Describe resources and deliverables relative to the search processes described in the prior question, including the development of search questions, reviewing responses and generating summary results for clients. Describe typical reporting/scoring/analysis for this type of procurement and include sample deliverable for same (no more than 5 sample pages – not required to be exhaustive). | |
| Contract Development and Review | | |
| 30. | <p>Describe your experience with development of contracts for Section 457 plan administrative services (recordkeeping, communication, enrollment). Indicate the degree to which you would be willing to draft Contract language; negotiate directly with the vendor as your client's facilitator or agent; a description of your specific expertise and experience in Contracts of this type; and an estimate of the number of such contracts the personnel to be assigned to the City's account have drafted/reviewed/assembled in the last three years. For each, please indicate:</p> <input type="checkbox"/> Plan <input type="checkbox"/> Plan type (e.g. Section 457, 401(a), etc.) <input type="checkbox"/> Approximate number of participants and assets | |

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|-----------------------------|---|-----------------------------|----------------------------|-------------------|--------------------------|-----------------|--------------|--|
| 31. | <p>Describe your experience with development of contracts for Section 3121 bundled administrative/investment management. Indicate the degree to which you would be willing to negotiate directly with the vendor as your client's facilitator or agent; a description of your specific expertise and experience in contracts of this type; and an estimate of the number of such contracts the personnel to be assigned to the City's account have drafted/reviewed/assembled in the last three years. For each, please indicate:</p> <p><input type="checkbox"/> Plan</p> <p><input type="checkbox"/> Plan type (e.g. Section 457, 401(a), etc.)</p> <p><input type="checkbox"/> Approximate number of participants and assets</p> | | | | | | | |
| General Resources | | | | | | | | |
| 32. | <p>Outside of its administration of the Deferred Compensation/Pension Savings Plans, the City may periodically have questions related to retirement, tax-deferred saving, or investment issues not necessarily or directly related to Section 457 plan administration. Describe in detail the resources your firm has to offer with regard to the broad spectrum of retirement/tax-deferred saving/investment issues.</p> | | | | | | | |
| 33. | <p>Describe any past formal on-site training programs you have developed and provided for oversight boards/committees concerning regulatory and plan administration issues. If you have not developed/provided them in the past, indicate whether you could do so and whether you would bill the City's Plan for the development cost.</p> | | | | | | | |
| FEES | | | | | | | | |
| 34. | <p>Fees - Hourly Rate Model</p> <p>Indicate by name your billable hourly rates for all staff to be assigned to the City's account for this group of consulting services. Mark n/a for any categories which are not applicable. Add additional categories you may use which are not included in this table.</p> <table border="1" data-bbox="370 1373 1313 1583"> <tr><td><i>Principal Consultant</i></td></tr> <tr><td><i>Managing Consultant</i></td></tr> <tr><td><i>Consultant</i></td></tr> <tr><td><i>Associate/Analyst</i></td></tr> <tr><td><i>Clerical</i></td></tr> <tr><td><i>Other</i></td></tr> </table> <p>Please note that the City's Plan will not accept a fee structure which provides for annual or other inflation/adjustments to hourly rates. A single set of rates must be proposed which will be guaranteed for the length of the Contract.</p> <p>Please note that the City's Plan will not pay for mileage, parking travel, internal printing and copying, or computer time as these are considered part of the normal cost of doing business.</p> | <i>Principal Consultant</i> | <i>Managing Consultant</i> | <i>Consultant</i> | <i>Associate/Analyst</i> | <i>Clerical</i> | <i>Other</i> | |
| <i>Principal Consultant</i> | | | | | | | | |
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| <i>Consultant</i> | | | | | | | | |
| <i>Associate/Analyst</i> | | | | | | | | |
| <i>Clerical</i> | | | | | | | | |
| <i>Other</i> | | | | | | | | |

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| | <p>Finally, do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing. Additionally, the City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. Federal excise exemption certificates will be furnished by the Department of General Services upon request.</p> | |
| 35. | <p>Fees - Fixed Fee Model</p> <p>Indicate whether or not you would propose a fixed fee for the City's account, how that fixed fee would function, the amount of the fixed fee, and what would be included and not included under the fixed fee.</p> <p>Please note that the City's Plan will not accept a fee structure which provides for annual or other inflation/adjustments to the price proposal. A single fixed fee must be proposed which will be guaranteed for the length of the Contract.</p> <p>Please note that the City's Plan will not pay for mileage, parking travel, internal printing and copying, or computer time as these are considered part of the normal cost of doing business.</p> <p>Finally, do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing. Additionally, the City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. Federal excise exemption certificates will be furnished by the Department of General Services upon request.</p> | |
| 36. | <p>Fees - Hybrid Hourly/Fixed Fee Model</p> <p>Indicate whether or not you would propose a hybrid hourly/fixed fee model for the City's account. If so, provide all of the information for both the hourly and fixed fee components requested in prior questions.</p> | |
| 37. | <p>Fees – Miscellaneous</p> <p>Indicate all other fees you potentially charge that are not included in or specifically excluded by the City from the pricing models outlined above</p> | |
| <p>2. Investment Consulting <i>(Responses to questions 41 to 56 are not required if you are not proposing to offer Investment Consulting services)</i></p> | | |
| <p>Investment Analysis</p> | | |

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| 38. | <p>Who will provide Investment consulting services to the City? For each individual providing these services, please indicate:</p> <ul style="list-style-type: none"> ➤ Work experience/qualifications ➤ Tenure with firm ➤ If there is more than one individual, indicate who will be the lead consultant and describe their roles and areas of expertise ➤ Where the individual(s) is/are located <p>Fully describe the caseload for the lead consultant by listing other clients handled by that individual</p> | |
| 39. | <p>Indicate how you will maintain your responsiveness to the City's account in the face of competing client demands. Describe what the City should expect of your lead consultant with respect to:</p> <p>(a) time spent in the office and availability to respond to inquiries;</p> <p>(b) ability to schedule and attend meetings, whether telephonically or in person;</p> <p>(c) systems or protocols you use to maintain good client communication and project oversight.</p> | |
| 40. | <p>Describe the resources your firm has available for the purpose of providing investment performance review services for all stock and bond asset classes. Indicate whether your investment review services, including fund databases, are proprietary or obtained from a third party.</p> | |
| 41. | <p>Describe the resources your firm has available for the purpose of providing investment performance review services for all fixed account and stable value offerings. Indicate whether your investment review services, including fund databases, are proprietary or obtained from a third party.</p> | |
| 42. | <p>Describe the resources your firm has available for the purpose of providing investment performance review services for all money market and bank savings products. Indicate whether your investment review services, including fund databases, are proprietary or obtained from a third party.</p> | |
| 43. | <p>Describe the resources your firm has available for the purpose of providing investment performance review services, as well as the design, monitoring and developing recommendations with respect to the composition of, asset allocation (time-based or risk-based) funds. Indicate whether your investment review services, including fund databases, are proprietary or obtained from a third party.</p> | |
| 44. | <p>Provide two sample investment fund reviews for a large-cap mutual fund, one of them underperforming and the other outperforming, for which your firm has</p> | |

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| | recently conducted a review. | |
| 45. | Describe in detail, and provide examples of, your experience with respect to analyzing, recommending, and/or assisting plan sponsors in conducting performance and operational evaluations for defined contribution investment programs involving identifying and recommending best practices in investment policy. | |
| Procurement Development | | |
| 46. | <p>Discuss your experience in the design of Requests for Proposal and other search processes for defined contribution plan investment management services, including the following asset classes: large-cap stocks, mid-cap stocks, small-cap stocks, international stocks, bonds, money market or bank savings, stable value, and other types of fixed income vehicles. Describe your typical development process for this type of search (assume a single asset class), to include the gathering of plan data, establishing timelines, typical number of questions posed, etc.</p> <p>In the last three years, how many such searches have the staff who will be assigned to the City's account helped develop? For each, please indicate:</p> <ul style="list-style-type: none"> ➤ Plan ➤ Plan type (e.g. Section 457, 401(k), etc.) ➤ Approximate number of participants and assets <p>Describe resources utilized in generating and reviewing search questions and summarizing results for clients. Describe typical reporting/scoring/analysis for this type of RFP and include sample deliverable for same (no more than 5 sample pages – not required to be exhaustive).</p> | |
| Contract Development | | |
| 47. | Describe your specific experience in assisting with development of contracts for separate accounts, commingled trusts, bank products, and other investment vehicles requiring contracts between a plan sponsor and investment provider. Indicate the degree to which you would be willing to negotiate directly with the vendor as your client's facilitator or agent; a description of your specific expertise and experience in contracts of this type; and an estimate of the number of such contracts the personnel to be assigned to the City's account have drafted/reviewed/assembled in the last three years. | |
| Transition and Training Resources | | |
| 48. | Describe the resources available through your firm in assisting defined contribution plan sponsor clients to transfer assets held by investment managers. | |
| 49. | Describe any past formal on-site training programs you have developed and provided for oversight boards/committees concerning investment issues. If you have not developed/provided them in the past, indicate whether you could | |

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| | do so and whether you would bill the City's Plan for the development cost. | |
| FEES | | |
| | <p>Fees - Hourly Rate Model</p> <p>Indicate by name your billable hourly rates for all staff to be assigned to the City's account for this group of consulting services. Mark n/a for any categories which are not applicable. Add additional categories you may use which are not included in this table.</p> <hr/> <p><i>Principal Consultant</i></p> <hr/> <p><i>Managing Consultant</i></p> <hr/> <p><i>Consultant</i></p> <hr/> <p><i>Associate/Analyst</i></p> <hr/> <p><i>Clerical</i></p> <hr/> <p><i>Other</i></p> <hr/> | |
| 50. | <p>Please note that the City's Plan will not accept a fee structure which provides for annual or other inflation/adjustments to hourly rates. A single set of rates must be proposed which will be guaranteed for the length of the Contract.</p> <p>Please note that the City's Plan will not pay for mileage, parking travel, internal printing and copying, or computer time as these are considered part of the normal cost of doing business.</p> <p>Finally, do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing. Additionally, the City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. Federal excise exemption certificates will be furnished by the Department of General Services upon request.</p> | |
| 51. | <p>Fees - Fixed Fee Model</p> <p>Indicate whether or not you would propose a fixed fee for the City's account, how that fixed fee would function, the amount of the fixed fee, and what would be included and not included under the fixed fee.</p> <p>Please note that the City's Plan will not accept a fee structure which provides for annual or other inflation/adjustments to the price proposal. A single fixed fee must be proposed which will be guaranteed for the length of the Contract.</p> <p>Please note that the City's Plan will not pay for mileage, parking travel, internal printing and copying, or computer time as these are considered part of the normal cost of doing business.</p> | |

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| | Finally, do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing. Additionally, the City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. Federal excise exemption certificates will be furnished by the Department of General Services upon request. | |
| 52. | Fees - Hybrid Hourly/Fixed Fee Model Indicate whether or not you would propose a hybrid hourly/fixed fee model for the City's account. If so, provide all of the information for both the hourly and fixed fee components requested in prior questions. | |
| 53. | Fees – Miscellaneous Indicate all other fees you potentially charge that are not included in or specifically excluded by the City from the pricing models outlined above. | |
| 3. Communications Consulting <i>(Responses to questions 53 to 68 are not required if you are not proposing to offer Communications Consulting services)</i> | | |
| Communication Strategies, Processes, & Project Management | | |
| 54. | Who will provide Communications consulting services to the City? For each individual providing these services, please indicate: <ul style="list-style-type: none"> • Work experience/qualifications • Tenure with firm • If there is more than one individual, indicate who will be the lead consultant and describe their roles and areas of expertise • Where the individual(s) is/are located • Fully describe the caseload for the lead consultant by listing other clients handled by that individual. | |
| 55. | Indicate how you will maintain your responsiveness to the City's account in the face of competing client demands. Describe what the City should expect of your lead consultant with respect to: <ul style="list-style-type: none"> • Time spent in the office and availability to respond to inquiries; • Ability to schedule and attend meetings, both by telephone or in person; • Systems or protocols you use to maintain good client communication and project oversight. | |
| 56. | Describe in detail what you regard to be the essential elements of an optimal communications development process. | |

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| 57. | Indicate your philosophy and practice related to the testing of communication concepts. How do you test for efficacy? What role does testing play in the development process? Describe any experience you have in developing and conducting focus group evaluations. | |
| 58. | Describe in detail your approach to workplan development and project management with respect to overseeing various communications objectives and projects. What processes do you employ in terms of communicating with your clients, setting and managing expectations and objectives, meeting deadlines, and providing deliverables? | |
| 59. | Communications now often involves the use of non-traditional communication venues (e.g. social media, web-video, interactive applications, or other web-based communication and educational tools) made available through new technological resources. Describe your experience in developing concepts or recommendations for communication strategies built around these types of venues, including integration of those resources with one another and/or traditional communication resources. If you have assisted in developing them, provide samples of no more than three non-traditional communication materials you have produced. | |
| 60. | The City's Plan conducts periodic participant surveys for various purposes. These surveys may be targeted at limited populations or the entire population and are direct-mailed to participant homes. The City's Contract with its Plan Administrator provides that the Plan Administrator will help develop, mail and tabulate the surveys, but the Plan is not limited to using the Plan Administrator only. Describe any unique qualifications/experience you have in survey development. Explain how you would conduct a survey development process for which you were given primary responsibility for project oversight. | |
| 61. | Describe in detail what you regard to be the essential elements of an optimal communications product/material. | |
| Communication Materials | | |
| 62. | Provide two examples of innovative communication campaigns and related materials you have developed or assisted in developing. These examples are not limited to the fields of retirement planning or investing and may include any subject matter you choose. Explain the initial communications challenge/objective you identified, the process by which you worked with your client, how you identified and resolved obstacles to implementation, and how you assessed the success of the communication materials. Provide samples of the work-plans and materials you produced. | |
| 63. | Describe the resources you use for art development for specific communication pieces. Indicate whether those resources are directly employed by your firm, sub-contracted, or reached through affiliation. Provide | |

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| | two samples of art designs you considered to be particularly innovative or engaging. | |
| Communication Resources | | |
| 64. | Describe the resources you use for generating copy (writing) for use in communication materials. Indicate whether those resources are directly employed by your firm, sub-contracted, or reached through affiliation. Provide two samples of copy for which you performed all or virtually all of the writing and which you considered to be particularly innovative or engaging. | |
| FEES | | |
| 65. | Fees - Hourly Rate Model | |
| | Indicate by name your billable hourly rates for all staff to be assigned to the City's account for this group of consulting services. Mark n/a for any categories which are not applicable. Add additional categories you may use which are not included in this table. | |
| | <i>Principal Consultant</i> | |
| | <i>Managing Consultant</i> | |
| | <i>Consultant</i> | |
| | <i>Associate/Analyst</i> | |
| | <i>Clerical</i> | |
| | <i>Other</i> | |
| | <p>Please note that the City's Plan will not accept a fee structure which provides for annual or other inflation/adjustments to hourly rates. A single set of rates must be proposed which will be guaranteed for the length of the Contract.</p> <p>Please note that the City's Plan will not pay for mileage, parking travel, internal printing and copying, or computer time as these are considered part of the normal cost of doing business.</p> <p>Finally, do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing. Additionally, the City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. Federal excise exemption certificates will be furnished by the Department of General Services upon request.</p> | |
| 66. | Fees - Fixed Fee Model | |
| | Indicate whether or not you would propose a fixed fee for the City's account, how that fixed fee would function, the amount of the fixed fee, and what would be included and not included under the fixed fee. | |

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| | <p>Please note that the City’s Plan will not accept a fee structure which provides for annual or other inflation/adjustments to the price proposal. A single fixed fee must be proposed which will be guaranteed for the length of the Contract.</p> <p>Please note that the City’s Plan will not pay for mileage, parking travel, internal printing and copying, or computer time as these are considered part of the normal cost of doing business.</p> <p>Finally, do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing. Additionally, the City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. Federal excise exemption certificates will be furnished by the Department of General Services upon request.</p> | |
| 67. | <p>Fees - Hybrid Hourly/Fixed Fee Model</p> <p>Indicate whether or not you would propose a hybrid hourly/fixed fee model for the City's account. If so, provide all of the information for both the hourly and fixed fee components requested in prior questions.</p> | |
| 68. | <p>Fees – Miscellaneous</p> <p>Indicate all other fees you potentially charge that are not included in or specifically excluded by the City from the pricing models outlined above</p> | |
| F. Additional Information | | |
| 69. | <p>Provide any additional data your business believes essential to the evaluation of your Proposal. If there is no additional data you wish to present, you should state the following: “There is no additional data we wish to present.”</p> | |

SECTION 4

PROPOSAL FORMAT AND SUBMISSION REQUIREMENTS

Proposals must be based only on the material contained in the RFP, Mandatory Pre-Proposal Conference responses, amendments, addenda and other material published by the City relating to the RFP. The proposer must disregard any previous RFP draft material. Proposals must be submitted in accordance with the requirements set forth in this RFP.

4.0 Addendum(a)

The City reserves the right to issue addendum(a) to this RFP, which may add additional requirements which must be met in order for a proposal to be considered responsive. All proposers must acknowledge any addendum(a) issued as a result of any change in this RFP on the Proposer Signature Declaration Page. Failure to indicate receipt of addendum(a) may result in a proposal being rejected as non-responsive.

4.1 In Writing

All proposals must be submitted in writing and proposers shall complete and return any and all applicable documents including but not limited to written responses, questionnaires, forms, appendices, spreadsheets, and any electronic files. The City may deem a proposer non-responsive if the proposer fails to provide all required documentation, copies or electronic files.

4.2 Cover Letter

Each proposal must include a cover letter limited to two pages. The cover letter must include the title, address, email address, and telephone number of the person or persons who will be authorized to represent the proposer.

4.3 Best Offer

The proposal shall include the proposer's best terms and conditions. Submission of the proposal shall constitute a firm and fixed offer to the City that will remain open and valid for a minimum of 12 months from the submission deadline.

4.4 Authorized Signatures

Proposals must be signed by a duly authorized officer eligible to sign contract documents and authorized to bind the company to all commitments made in the proposal. A non-officer individual, with the authority to bind the proposer to a contract, is sufficient to sign all applicable documents for the purpose of this RFP. Consortiums, joint ventures, or teams submitting proposals will not be considered responsive unless it is established that all contractual responsibility rests solely with one proposer or one legal entity. The proposal must identify the responsible entity.

4.5 Number of Copies Required

Proposers are required to submit:

- One (1) original proposal sent to the City of Los Angeles proposal delivery address which includes all required responses to Part A (see specific instructions in Section 3) and Part B, with all documents signed in ink.
- One (1) copy of the proposal sent to the City of Los Angeles proposal delivery address which includes all required responses to Part A (see specific instructions in Section 3) and Part B.
- One (1) electronic copy of the proposal (see Section 4.6) sent to the City of Los Angeles proposal delivery address which includes all required responses to Part A (see specific instructions in Section 3) and Part B.

Original and copies should be identified as such. If any proposal contains any trade secrets or other proprietary information that the proposer claims is exempt from disclosure under the California Public Records Act (see Section 6.0 of this RFP), then one (1) redacted copy of the proposal must also be submitted in addition to the original version. Written proposals must be presented in a sealed envelope or box. Proposer must enter the title and proposer's name on the outside of the envelope or box. Sealed proposals are to be delivered to the address listed in this RFP no later than the stated proposal submission deadline.

Certain efficiencies in how proposals are prepared and submitted are requested in order to facilitate the review, storage and recycling processes for proposal materials. Economy in presentation and packaging is preferred over materials which are not easily reproduced, create unnecessary waste, or are awkward to store. **Please do not submit materials in plastic binders.** Each response should have the bulk of its contents prepared on standard 8½ x 11 paper. Non-essential promotional materials and over-sized materials should be avoided wherever possible except as otherwise requested within the RFP.

4.6 USB Flash Drive, CD or DVD

In addition to the hard copies of the proposal, proposers are required to provide a copy of the proposal in Adobe PDF and Microsoft Word format on a USB flash drive, CD or DVD (original and redacted). The contents of the USB flash drive, CD or DVD should include the original PDF of the entire RFP response, RFP response redacted version (if applicable) and Word or Excel files as requested in the RFP. The USB flash drive, CD or DVD containing the proposal should be labeled with the firm name and title of this RFP and placed in a sealed envelope with the firm's name written across the front of the envelope and attached or affixed inside the front cover of the original RFP response.

4.7 Information Requested and Not Furnished

The information requested and the manner of submission are essential to permit prompt evaluation of all proposals. Accordingly, the City reserves the right to declare as non-responsive and reject any proposals in which information is requested and is not furnished or when a direct or complete answer is not provided.

4.8 Alternatives

The proposer shall not change any wording in the RFP or associated documents. Any explanation or alternatives offered shall be submitted in a letter attached to the front of the proposal documents. Alternatives that do not substantially meet the City's requirements cannot be considered. Proposals offered subject to conditions and/or limitations may be rejected as non-responsive.

4.9 Proposal Errors

Proposer is responsible for all errors or omissions incurred by proposer in preparing the proposal. Proposer will not be allowed to alter proposal documents after the Proposal Submission Deadline, except as allowed by the City. The City reserves the right to allow proposers to make corrections. The City reserves the right to make corrections or amendments due to errors identified in the proposal by the City or the proposer. This type of correction or amendment will only be allowed for typographical errors, transposition, or other obvious error. Any changes will be dated and time stamped, and attached to the proposal. All changes must be coordinated in writing with, authorized by, and made by the Contract Administrator.

4.10 Proposal Clarification

The City reserves the right to request proposers at any phase of the evaluation process to clarify information provided in RFP responses including clarification of assumptions used in the RFP response. All clarifications must be coordinated in writing with, authorized by, and made by the Contract Administrator. Clarifications

must be submitted in writing by the requested deadline, otherwise the RFP response will be deemed non-responsive or evaluated without the benefit of the clarification requested.

If the City determines that all proposers failed to submit requested information or adequately responded to the same RFP question or request for data, the City may, at its discretion, issue an RFP Addendum and provide all proposers with an opportunity to provide a response to the RFP question. Responses to RFP Addendum questions must be submitted in writing by the stated deadline otherwise the RFP response will be deemed non-responsive or evaluated without the benefit of the clarification requested.

4.11 Waiver of Minor Administrative Irregularities

The City reserves the right, as its sole discretion, to waive minor administrative irregularities contained in any proposal.

4.12 Interpretation and Clarifications of RFP Requirements

The City will consider prospective recommendations or suggestions regarding any requirements before the Mandatory Pre-Proposal Conference. All recommendations or suggestions must be in writing and submitted to the Contract Administrator (see page 1 of the RFP). The City reserves the right to modify or amend any and all requirements of the RFP.

4.13 Proposal Submission Deadline

Timely submission of proposals is the sole responsibility of the proposer. The City reserves the right to determine the timeliness of all submissions. The proposals, including all hard copies, redacted copies and electronic copies of the final proposals must be received at the following address:

**City of Los Angeles Personnel Department
Employee Benefits Division
City Hall, Room 867
200 North Spring Street
Los Angeles, CA 90012
Attention: Esther Chang**

By 3:00 P.M. Pacific Standard Time on February xx, 2015.

It should be noted that all persons and materials entering City Hall must go through a security check. Proposers should allow ample time to clear security in order to meet the deadline listed above. All proposals will be date and time stamped upon receipt.

4.14 Late Proposals

Proposals submitted after the Proposal Submission Deadline shall be considered late. Late proposals will not be considered.

4.15 Cost of RFP

The City is not responsible for any costs incurred by proposer while submitting proposals. All proposers who respond to the RFP do so solely at their own expense.

4.16 Withdrawal of Proposals

Proposer may withdraw a submitted proposal in writing at any time prior to the Proposal Submission Deadline. A written request, signed by an authorized representative of the proposer, must be submitted to the Contract Administrator. A PDF copy of the written withdrawal may be emailed to: esther.chang@lacity.org. After withdrawing a previously submitted proposal, the proposer may submit another proposal at any time up to the Proposal Submission Deadline.

4.17 Award of Contract

Award of contract is made to the proposer with the highest score based on the RFP criteria and subject to satisfaction of all City contracting requirements. Awards are not restricted to the lowest offer or bid. Should contract negotiations not be successful with the selected proposer, the City may, based on its exclusive discretion, negotiate with the proposer having the next highest total score or cancel the RFP selection process.

4.18 Rejection of Proposals

The City reserves the right to reject any or all proposals; to waive any minor informality in proposals received; to reject any unapproved alternate proposal(s); and reserves the right to reject the proposal of any proposer who has previously failed to perform competently in any prior business relationship with the City. The rejection of any or all proposals will not render the City liable for costs or damages.

4.19 RFP Withdrawal, Cancellation, Other Options

The City reserves the right to withdraw or cancel the RFP at any time, if it deems such action necessary. If such action is taken, the City may re-issue the RFP. The City also reserves the right to contract with more than one respondent to this RFP. Furthermore, the City may exercise its right to not select any proposer from this RFP, if it determines that there was no responsive proposer.

If an inadequate number of proposals is received or the proposals received are deemed non-responsive, not qualified, or not cost effective, the City may, at its sole discretion, reissue the RFP or award a sole-source contract with a vendor. The award of the contract is subject to the successful negotiation of the terms and conditions of an agreement.

The City reserves the right to verify all information in the proposal. If the information cannot be verified, the City reserves the right to reduce the rating points awarded.

The City reserves the right to require a pre-award interview and/or site inspection.

4.20 Contract Evaluation Program

When the term of the Contract pursuant to this RFP has concluded, the City will conduct an evaluation of the Contractor's performance. The City may also conduct evaluations of the Contractor's performance during the term of the Contract. As required by Section 10.39.2 of the Los Angeles Administrative Code, evaluations will be based on specified criteria, including the quality of the work product or service performed, the timeliness of performance, financial issues, and the expertise of personnel that the Contractor assigns to the Contract. A Contractor who receives a "Marginal" or "Unsatisfactory" rating will be provided with a copy of the final City evaluation and allowed fourteen (14) calendar days to respond. The City will use the final City evaluation and any response from the Contractor to evaluate Proposals and to conduct reference checks when awarding future service contracts.

4.21 Campaign Contributions

- a) Proposers are subject to Charter Section 470(c)(12) and related ordinances. As a result, proposers may not make campaign contributions to and or engage in fundraising for certain elected City officials or candidates for elected City office from the time they submit the Proposal until either the Contract is approved or, for successful proposers, twelve months after the Contract is signed. The proposer's principals and subcontractors performing \$100,000 or more in work on the Contract, as well as the principals of those subcontractors, are also subject to the same limitations on campaign contributions and fundraising.
- b) Proposers must submit CEC Form 55, provided as Attachment 11 in Part B, to the awarding authority at the same time the Proposal is submitted. The Form requires proposers to identify their principals, their subcontractors performing \$100,000 or more in work on the Contract, and the principals of those subcontractors. Proposers must

also notify their principals and subcontractors in writing of the restrictions and include such notice in contracts with subcontractors. Proposals submitted without a completed CEC Form 55 shall be deemed non-responsive. Proposers who fail to comply with City law may be subject to penalties, termination of Contract and debarment. Additional information regarding these restrictions and requirements may be obtained from the City Ethics Commission at (213) 978-1960 or <http://ethics.lacity.org/>

4.22 Business Inclusion Program Requirements (BIP)

It is the policy of the City to provide Minority Business Enterprise (MBE), Women Business Enterprise (WBE), Small Business Enterprise (SBE), Emerging Business Enterprise (EBE), Disabled Veteran Business Enterprise (DVBE), and all Other Business Enterprise (OBE) concerns an equal opportunity to participate in the performance of all City contracts. Proposers will assist the City in implementing this policy by taking all reasonable steps to ensure that all available business enterprises, including MBEs, WBEs, SBEs, EBEs DVBEs and OBEs, have an equal opportunity to compete for, and participate in, City contracts. Equal opportunity will be determined by the proposer's BIP outreach documentation, as described in Part B, Attachment 13, the Business Inclusion Program for this RFP. Participation by MBEs, WBEs, SBEs, EBEs, DVBEs and OBEs may be in the form of subcontracting. Proposers must refer to Attachment 13 Business Inclusion Program to this RFP for additional information and instructions. BIP outreach must be performed using the Business Assistance Virtual Network (www.labavn.org). A proposer's failure to utilize and complete their BIP Outreach as described in Attachment 13 may result in their proposal being deemed non-responsive. The deadline to submit the BIP Summary Sheet on www.labavn.org is _____ on _____, 2015.

4.23 Local Business Preference Program Ordinance

Proposers are advised that any proposal submitted and or contract awarded pursuant to this procurement process shall be subject to the applicable provisions of Los Angeles Administrative Code Section 10.47, Local Business Preference Program (LBPP) Ordinance. The City is committed to maximizing opportunities for local businesses, as well as encouraging local businesses to locate and operate in Los Angeles County. The LBPP Ordinance allows the Department to apply additional points to the Proposal's final score under certain conditions.

Proposers shall refer to Part B, Attachment 12, "Local Business Preference Program" for further information regarding the requirements and application of the Ordinance.

If applicable, proposers may choose to complete and upload the Local Business Certification Affidavit of Eligibility available on the City of Los Angeles' Business

Assistance Virtual Network (BAVN) residing at www.labavn.org prior to the Proposal Submission Deadline. The City may request supporting documentation to verify qualification for designation as a Local Business. Only those proposers who apply and qualify for a Local Business designation (or otherwise qualify by using a qualified Local Subcontractor) by the RFP due date will be made eligible for additional points that can be awarded under the ordinance.

Proposers seeking additional information regarding the requirements of the Local Business Preference Program Ordinance may visit the Bureau of Contract Administration's web site at <http://bca.lacity.org>.

4.24 Confidentiality

All documents, records and information provided by the City to the Contractor, or accessed or reviewed by the Contractor, during performance of this Agreement will remain the property of the City. All documents, records, and information provided by the City to the Contractor, or accessed or reviewed by the Contractor during performance of this Agreement, are confidential (hereinafter collectively referred to as "Confidential Information"). The Contractor agrees not to provide Confidential Information, nor disclose their content or any information contained in them, either orally or in writing, to any other person or entity. The Contractor agrees that all Confidential Information used or reviewed in connection with the Contractor's work for the City will be used only for the purpose of carrying out City business and cannot be used for any other purpose. The Contractor will be responsible for protecting the confidentiality and maintaining the security of City documents and records in its possession.

Any Confidential Information provided by the City to the Contractor, or accessed or reviewed by Contractor, during performance of this Contract, will be made available to its employees, agents, and subcontractors only on a need to know basis. Further, the Contractor will provide written instructions to all of its employees, agents and subcontractors, with access to the Confidential Information about the penalties for its unauthorized use or disclosure.

The Contractor must not remove Confidential Information or any other documents or information used or reviewed in connection with the Contractor's work for the City from City facilities without prior approval from the City. At no cost to the City the Contractor will, at the conclusion of this Agreement, or at the request of the City, promptly return in an organized manner that preserves and protects the documentation, any and all Confidential Information and all other written materials, notes, documents, or other information obtained by the Contractor during the course of work under this Agreement to the City. The Contractor will not make or retain copies of any such information, materials or documents. The Contractor and its employees, agents, and subcontractors may have access to confidential medical records information, which access is controlled by statute. Misuse of such information may adversely affect the subject individual's civil

rights and violates the law. The Contractor will implement reasonable and prudent measures to keep secure private medical history information accessed by its employees, agents, and subcontractors during the performance of this Agreement. The Contractor will advise its employees, agents, and subcontractors of this confidentiality requirement.

The Contractor shall disclose the intent to use any service provider outside the continental United States of America to handle any aspect of the work within the scope of this Contract, and shall describe to the City's satisfaction the methods, which will be utilized to protect the City's interests and confidentiality of City records and information in doing so. The City reserves the right to approve any such service provider throughout the term of this Contract at its sole and absolute discretion.

Any breach of security that occurs through Contractor's website, offices or network shall require Contractor to be responsible for notifying City and all applicants affected by such breach. Contractor shall also be responsible for all costs associated with such notification.

4.25 Government Taxation Forms

Proposers must submit the following three forms found in Part B, Attachment 3 to the awarding authority at the same time the Proposal is submitted:

- IRS Request for Taxpayer Identification and Certificate (Form W-9)
- Evidence of having obtained a tax registration account number (City of L.A. Tax Registration Certificate number and/or Vender Registration number)
- State of California Withholding Exemption Certificate (Form 590) or Non-resident Withholding Certification (Form 587), if the proposer is located outside of California.

4.26 On-Line Submission of Required Documents

a) Nondiscrimination, Equal Employment Practices and Affirmative Action Program (Non-Construction)

Proposers are advised that any contract awarded pursuant to this procurement process shall be subject to the applicable provisions of Los Angeles Administrative Code Section 10.8.2., Non-discrimination Clause.

Contractors that provide non-construction services to or for the City for which the consideration is \$1,000 or more shall comply with the provisions of Los Angeles Administrative Code Sections 10.8.3., Equal Employment Practices Provisions. All proposers shall complete and

upload the Non-Discrimination/Equal Employment Practices Affidavit (two (2) pages) available on the City of Los Angeles' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract valued at \$1,000 or more.

Contractors that provide non-construction services to or for the City for which the consideration is \$100,000 or more shall comply with the provisions of Los Angeles Administrative Code Sections 10.8.4., Affirmative Action Program Provisions. All proposers shall complete and upload the City of Los Angeles Affirmative Action Plan (four (4) pages) available on the City of Los Angeles' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract valued at \$100,000 or more. Proposers opting to submit their own Affirmative Action Plan may do so by uploading their Affirmative Action Plan onto the City's BAVN.

Both the Non-Discrimination/Equal Employment Practices Affidavit and the City of Los Angeles Affirmative Action Plan Affidavit shall be effective for a period of twelve months from the date they are first uploaded onto the City's BAVN.

Proposers seeking additional information regarding the requirements of the City's Non-Discrimination Clause, Equal Employment Practices and Affirmative Action Program may visit the Bureau of Contract Administration's web site at <http://bca.lacity.org>.

b) Equal Benefits Ordinance

Proposers are advised that any contract awarded pursuant to this procurement process shall be subject to the applicable provisions of Los Angeles Administrative Code Section 10.8.2.1, Equal Benefits Ordinance (EBO).

All proposers shall complete and upload the Equal Benefits Ordinance Affidavit (two (2) pages) available on the City of Los Angeles' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract, the value of which exceeds \$5,000. The Equal Benefits Ordinance Affidavit shall be effective for a period of twelve months from the date it is first uploaded onto the City's BAVN. Proposers do not need to submit supporting documentation with their bids or proposals. However, the City may request supporting documentation to verify that the benefits are provided equally as specified on the Equal Benefits Ordinance Affidavit.

Proposers seeking additional information regarding the requirements of the Equal Benefits Ordinance may visit the Bureau of Contract Administration's web site at <http://bca.lacity.org>.

c) Slavery Disclosure Ordinance

Unless otherwise exempt, in accordance with the provisions of the Slavery Disclosure Ordinance, any contract awarded pursuant to this RFP will be subject to the Slavery Disclosure Ordinance, Section 10.41 of the Los Angeles Administrative Code.

All proposers shall complete and upload the Slavery Disclosure Ordinance Affidavit (one (1) page) available on the City of Los Angeles' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract.

Proposers seeking additional information regarding the requirements of the Slavery Disclosure Ordinance may visit the Bureau of Contract Administration's web site at <http://bca.lacity.org>.

d) First Source Hiring Ordinance

Unless approved for an exemption, contractors under contracts used primarily for the furnishing of services to or for the City and that involve an expenditure in excess of \$25,000 and a contract term of at least three (3) months, and certain recipients of City Loans or Grants, shall comply with the provisions of Los Angeles Administrative Sections 10.44, et seq., First Source Hiring Ordinance (FSHO). Proposers shall refer to Standard Provisions for City Contracts (Revised 06/12), Attachment 7, "First Source Hiring Ordinance", for further information regarding the requirements of the Ordinance. The First Source Hiring Ordinance Compliance Affidavit shall only be required of the proposer that is selected for award of a contract.

4.27 Bond Assistance Program

For those contractors wishing to bid on City projects but are experiencing difficulty obtaining the required bid, performance and payment bonds, the City of Los Angeles provides bonding assistance thru the Los Angeles Bond Assistance Program (BAP LA). For more information regarding the BAP LA please go to the City's Risk Management website at <http://cao.lacity.org/risk>.

4.28 Americans with Disabilities Act

As covered under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its proposals,

programs, services and activities. If an individual with a disability requires accommodations to attend the Mandatory Pre-Proposal Conference, please contact the Contract Administrator at least five working days prior to the scheduled event.

4.29 Iran Contracting Act of 2010

In accordance with California Public Contract Code Sections 2200-2208, all bidders submitting proposals for, entering into, or renewing contracts with the City of Los Angeles for goods and services estimated at \$1,000,000 or more are required to complete, sign, and submit the “Iran Contracting Act of 2010 Compliance Affidavit.”

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SECTION 5

EVALUATION OF PROPOSALS

5.0 Review Process

Proposals received by the Proposal Submission Deadline as specified in this RFP will be evaluated as outlined below.

Preliminary Review – Level One

Proposals will be reviewed to determine completeness of required documentation and compliance with the City's administrative and general contracting requirements. Proposers that fail to submit or complete required documentation and/or satisfactorily comply with the City's requirements will be deemed as non-responsive, eliminated from further consideration and will not proceed to the Level Two review process. Proposers will be notified in writing or email regarding the results of the Level One review.

Proposal Evaluation - Level Two

A Review Committee will be designated by the Board to evaluate/score the proposals and generate recommendations for selection to the Board. Following the Board's selection, the award of the contract is subject to successful negotiation of the terms and conditions of an agreement.

- 1) **Written Responses** – All written responses to the RFP questionnaire will be considered and evaluated. Proposers are not required to submit responses to questions in consulting categories for which they are not offering services (for example, a Proposer who is proposing to offer Plan Administration consulting services only is not required to respond to questions included in the Investments Consulting and Communications Consulting categories).
- 2) **Performance Examinations** - Proposers will be required to participate in a performance examination. The performance examination will be approximately one hour in length and will occur on a date to be determined by the City. The performance examination will consist of a mock question-and-answer inquiry regarding specific plan design, investment or communications topics. Proposers will not receive advance notice of the topics and the topics will not be duplicative of questions previously proposed in the written portion of the RFP. Proposers will not be permitted at this performance examination to discuss the qualifications of their firm; clarify or enhance written responses to the written portion of the RFP; or otherwise discuss any other component of their RFP response or interest

in securing business with the City's Plan. The performance test is a separately scored component of the RFP and its evaluation will not affect the evaluation of any other portion of the RFP response. The City reserves the right to exclude from the performance test those firms whose scores on the non-performance test components of the RFP have rendered them unviable for selection.

5.1 Review Criteria

Evaluation of submitted proposals will be based on the following factors and the weights associated with each factor.

| CONSULTING SERVICES RFP Category - Rating Factors | Weight | Scale | % of Total |
|--|---------------|--------------|-------------------|
| ORGANIZATIONAL QUALIFICATIONS | 15 | 75 | 15% |
| ➤ <i>Organizational Strength & Continuity</i> | 6 | 30 | 6% |
| ➤ <i>Regulatory or Contractual Actions</i> | 3 | 15 | 3% |
| ➤ <i>Relevant Experience</i> | 6 | 30 | 6% |
| PLAN DESIGN & ADMINISTRATION | 50 | 250 | 50% |
| ➤ <i>Plan Design/Best Practices/Benchmarking</i> | 15 | 75 | 15% |
| ➤ <i>Technical & Legal Resources</i> | 10 | 50 | 10% |
| ➤ <i>Procurement Development</i> | 15 | 75 | 15% |
| ➤ <i>Contract Development</i> | 5 | 25 | 5% |
| ➤ <i>General Resources</i> | 5 | 25 | 5% |
| FEES | 20 | 100 | 20% |
| PERFORMANCE EVALUATION | 15 | 75 | 15% |
| TOTAL--> | | | |

| INVESTMENT CONSULTING Category - Rating Factors | Weight | Scale | % of Total |
|--|---------------|--------------|-------------------|
| ORGANIZATIONAL QUALIFICATIONS | 15 | 75 | 15% |
| ➤ <i>Organizational Strength & Continuity</i> | 6 | 30 | 6% |
| ➤ <i>Regulatory or Contractual Actions</i> | 3 | 15 | 3% |
| ➤ <i>Relevant Experience</i> | 6 | 30 | 6% |
| INVESTMENT CONSULTING | 50 | 250 | 50% |
| ➤ <i>Investment Analysis</i> | 25 | 125 | 25% |
| ➤ <i>Procurement Development</i> | 15 | 75 | 15% |
| ➤ <i>Contract Development</i> | 5 | 25 | 5% |
| ➤ <i>Transition and Training Resources</i> | 5 | 25 | 5% |

| | | | |
|-------------------------------|-----------|------------|------------|
| FEES | 20 | 100 | 20% |
| PERFORMANCE EVALUATION | 15 | 75 | 15% |

TOTAL-->

| COMMUNICATIONS CONSULTING Category - Rating Factors | Weight | Scale | % of Total |
|--|---------------|--------------|-----------------------|
| Organizational Qualifications | 15 | 75 | 15% |
| ➤ Organizational Strength & Continuity | 6 | 30 | 6% |
| ➤ Regulatory or Contractual Actions | 3 | 15 | 3% |
| ➤ Relevant Experience | 6 | 30 | 6% |
| COMMUNICATIONS CONSULTING | 50 | 250 | 50% |
| ➤ Strategies, Processes, & Project Mgmt | 15 | 75 | 15% |
| ➤ Communication Materials | 20 | 100 | 20% |
| ➤ Communication Resources | 15 | 75 | 15% |
| FEES | 20 | 100 | 20% |
| PERFORMANCE EVALUATION | 15 | 75 | 15% |

TOTAL-->

5.2 Proposal Protest

Level One - Preliminary Review

Proposer may file a protest regarding disqualification at the Level One review. (see Section 5.0, "Preliminary Review – Level One".) A Notice of Protest must be filed in writing and submitted to the Contract Administrator within five (5) calendar days of the notification of disqualification date. The Notice of Protest must clearly state the grounds for the protest and the facts on which they are based. The Personnel Department will respond to a protest within 15 calendar days of receiving it, and the Department, at its election, may set up a conference call with the proposer to discuss the protest concerns. The decision of the Personnel Department General Manager will be final.

Level Two - Award of Contract Recommendation

Proposers may file a protest regarding the Award of the Contract recommendation submitted to the Board. A Notice of Protest must be filed in writing and submitted to the Contract Administrator within seven (7) calendar days of the date the Board makes its final vendor selections pursuant to this RFP. The Notice of Protest must clearly state the grounds for the protest and the facts on which they are based. A protest based on non-selection alone or disagreement with Award of the Contract recommendation is not sufficient grounds for a Protest.

Personnel Department staff will respond to a protest, in writing, within 20 calendar days of receiving it, and the Personnel Department, at its election, may set up a conference call or meeting with the proposer to discuss the protest concerns. Findings and/or recommendations will be submitted to the Board of Deferred Compensation Administration and the decision of the Board will be final.

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SECTION 6

GENERAL TERMS & CONDITIONS

6.0 Property of City/Proprietary Material

All proposals submitted in response to this RFP will become the property of the City of Los Angeles and subject to the California Public Records Act (California Government Code Section 6250 et seq). Proposers must identify all trade secrets or other proprietary information that the proposers claim are exempt from the Public Records Act. The City Attorney will make an independent determination regarding whether the identified information is disclosable.

In the event a proposer claims such an exemption, the proposer is required to state in the proposal the following: "The Proposer will indemnify the City and its officers, employees and agents, and hold them harmless from any claim or liability and defend any action brought against them for their refusal to disclose trade secrets or other proprietary information to any person making a request therefore."

Failure to include such a statement will constitute a waiver of a proposer's right to exemption from this disclosure.

6.1 Pre-Award Negotiations

Prior to award of the contract, the successful proposer(s) may be required to attend negotiation meetings that will be scheduled at a later date. The intent of the meeting(s) will be to discuss and negotiate contract requirements, prices/premiums, service level agreements, detailed scope of work specifications, ordering, invoicing, delivery, receiving and payment procedures, etc. in order to insure successful administration of the contract.

6.2 Execution of Contract

Unless otherwise stated, proposals submitted will be irrevocable for a period of one-year following the proposal due date. A contract will be developed following action by the Board.

Any contract made pursuant to this RFP must be accepted in writing by the Proposer. If for any reason Proposer should fail to accept the contract in writing,

then the Proposer may be deemed non-responsive and the City may commence contract negotiations with another proposer.

Please note that the City takes a legal approach whereby all contracts contain an order of precedence. In the event of a discrepancy between the provisions of the Contractor's documents and the City's documents, the City's documents take precedence with respect to resolution of the discrepancy.

6.3 Amendments/Modifications/Change Orders

Any amendments, adjustments, alterations, additions, deletions, or modifications in the terms and/or conditions of the resultant agreement must be made by written amendment/change order approved by the Contract Administrator, the Contractor, and signed by the City Attorney. If Contractor performs any modification without a written amendment/change order, the City will neither pay for nor be obligated to accept said modification.

6.4 Prime Contractor

The Proposer awarded the contract must be the prime Contractor performing the primary functions of the contract. If any portion of the contract is to be subcontracted, it must be clearly set forth in the proposal document as to what part(s) are to be subcontracted, the reasons for the subcontracting and a listing of subcontractors. The City reserves the right to reject any proposal wherein use of subcontractors significantly affects the ability of the Proposer to function as the prime Contractor on the awarded contract. The prime Contractor will at all times be responsible for the acts and errors or omissions of its Subcontractors or joint participants and persons directly or indirectly employed by them.

6.5 Subcontractors/Joint Ventures

Acceptance or rejection of a Proposer's request to use subcontractors is at the sole discretion of the City. With approval of the City, the Contractor may enter into subcontracts and joint participation agreements with others for the performance of portions of resultant agreement.

The provisions of the resultant agreement will apply to all subcontractors in the same manner as to the Contractor. In particular, the City will not pay, even indirectly, the fees and expenses of subcontractors that do not conform to the limitations and documentation requirements of the resultant agreement.

6.5.1 Copies of Subcontractor Agreements

Upon written request from the City, the Contractor will supply the City with all subcontractor agreements at no cost.

6.6 Supplier Performance Feedback Meetings

The Proposer awarded the resulting agreement is required to attend periodic performance feedback meetings facilitated by the Contract Administrator. The meetings will focus on the Contractor's and the City's performance in fulfilling the service level requirements contained in the contract. The meetings will provide a forum to informally discuss opportunities for improving contract terms and conditions, service level requirements, and cost reductions for both parties.

6.7 Replacement of Contractor's Staff

The City reserves the right to have the Contractor replace any contract personnel with equally or better qualified staff upon providing written notice to Contractor. In addition, the City reserves the right to approve in advance any changes in project personnel or levels of commitment by the Contractor to the project.

6.8 Contractor's Address

The address given in the proposal response will be considered the legal address of the Contractor and will be changed only by written notice to the City. The Contractor will supply an address to which certified mail can be delivered. The delivery of any communication to the Contractor personally, or to such address, or the depositing in the United States Mail, registered or certified with postage prepaid, addressed to the Contractor at such address, will constitute a legal service thereof. Also, telephone numbers, fax numbers and e-mail addresses (if applicable) must be provided.

6.9 Assigned Personnel

Proposers shall provide a written response to the following questions, reproducing the question with each answer. If a question does not apply to you, please write in "not applicable" and then state the reason why the question does not apply to your firm.

1. Indicate the number of personnel (including support personnel) that will be assigned to this account, their job titles, and roles. Include an organizational chart of the personnel that includes name, job title, and work location (full address). Please specify if the assigned personnel will telecommute from a home location and what percentage of time will be spent telecommuting.
2. List the name, title, responsibility, firm, and industry experience of the primary person that will be assigned to this account and the backup contact person.
3. Provide resumes of all the professionals who will be assigned to this account. Describe their qualifications including education, experience,

number of years with your firm, and if applicable, number of years working with private or public sector retirement plans.

4. The City reserves the right to approve/accept key personnel. Contractor must notify City in writing within three business days if key personnel are removed from the City account.

6.10 Term & Option to Renew

The term of any Contracts(s) established pursuant to this RFP shall be for a period of three years from the Contract effective date as provided for by the final Contract unless terminated earlier. The City reserves the right in its sole discretion to seek an extension of the term of the Contract.

6.11 Standard Contract Provision Requirements

Please carefully review the information contained in the City of Los Angeles Requirements and Checklist (Part B), including the Standard Provisions for City Contracts. Compliance with these requirements and submission of necessary forms is mandatory at the time of submission of a proposal, prior to award of contract, or both. These requirements will be discussed in detail at the Mandatory Pre-Proposal Conference. Failure to comply with the requirements and accept the contract provisions will render proposals non-responsive and eliminate them from consideration.

6.12 Governing Law

All matters relating to the formation, validity, construction, interpretation, performance and enforcement of the RFP and the resultant agreement/contract, must comply with all applicable laws of the United States of America, the State of California and the City.

6.13 California State Sales Tax

Do not include California State sales tax in prices quoted unless otherwise requested. If requested, sales tax must be identified as being included in the pricing.

6.14 California State Board of Equalization Permit

Proposer must enter the company's State of California Board of Equalization permit number on the proposal form. If the company does not have this permit, the proposer must sign the proposal form declaring that the company has no California sales tax permit.

6.15 Federal Excise Taxes

The City of Los Angeles is exempt from the payment of excise taxes imposed by the Federal Government. Such taxes must not be included in the proposed prices. The Department of General Services, upon request, will furnish Federal excise exemption certificates.

6.16 Periodic Independent Audit

The City reserves the right to assign an independent auditor to assess the quality of services being provided and the extent to which the vendor and its subcontractors are conducting City business within generally accepted industry standard practices. Each Contractor will be required to cooperate fully with any external audit.

6.17 Financial Audit

Firms providing services to the City will be responsible for the verification of the legitimacy of payments made to service providers and their subcontractors. The City therefore reserves the right for staff of its Office of the Controller or their designee to conduct audits of financial accountability procedures.

6.18 Proposer Background Information

Proposers must submit contact information as listed below.

| | |
|--|--|
| Proposer's Contact Name: | |
| Contact Title: | |
| Mailing Address: | |
| Address of Business (if different from mailing address): | |
| Telephone Number: | |
| Cell Phone Number: | |
| 24-Hour Tel. Number: | |
| Fax Number: | |
| E-mail Address: | |
| Remittance Address (if different from mailing address): | |

6.19 Verification of Prior City Contracts

The City Council adopted a resolution requiring vendors to provide a list of all City contracts held within the past 10 years to be included in the response package for all bids and proposals. Performance on past contracts with the City of Los Angeles will be part of the evaluation criteria. Failure to disclose this information will deem the proposal non-responsive (see Attachment 6 of Part B).

6.20 History of Terminated Contracts

If the Proposer(s) has had a contract terminated for default, or any other reason during the past ten years, all such incidents must be described. Termination for default is defined as notice to stop performance due to the Proposer's non-performance or poor performance and the issue was either not litigated; or litigated and such litigation determined the proposer to be in default. Submit full details of all terminations experienced by the proposer during the past ten years including:

- Company Name
- Number of Employees
- Name of Contact
- Title of Contact
- Telephone Number
- Email Address
- Dates and Types of Services Provided
- Contract Effective Date
- Date of Contract Termination
- Reason for Termination of Services

Present the proposer's position on the matter. The City will evaluate the facts and may, at its sole discretion, reject the Proposer's proposal if the facts discovered indicate that completion of a contract resulting from this RFP may be jeopardized by selection of the proposer.

If the proposer has experienced no termination for default in the past ten years, so indicate.

6.21 Business Organization

Proposer shall provide an overview of the entity submitting this RFP including the following information.

1. Date entity was established and location of entity when established
2. Brief history and description of entity

3. Location of headquarters (full address)
4. Annual revenues
5. If your firm has more than one office location, which of your firm's offices will service this account? Which services will each office specifically provide?
6. Total number of employees
7. Total number of employees in the City of Los Angeles
8. Total number of employees in the County of Los Angeles
9. Number of employees providing services for this contract
10. Number of employees reported in Question 9 above whose exclusive, primary work location is in the County of Los Angeles

6.22 Proposed Subcontractor Information

If applicable to proposal, the following information must be provided for each proposed subcontractor.

1. Subcontractor's name, mailing address, phone number
2. Location of business and phone number (if different from mailing address)
3. Subcontractor's contact name, title, phone number
4. Subcontractor's registration # and/or license #, if applicable
5. Description of work to be subcontracted
6. Reason(s) for subcontracting
7. Percentage of total contract to be subcontracted and dollar amount
8. Relevant work experience in years and level of responsibility
9. Experience in number of years that your firm has worked with the subcontractor providing these services
10. If subcontractor is a MBE, WBE, LBE, SBE, EBE, or OBE

If subcontractors will not be utilized, so indicate.

6.23 Proposer Signature Declaration Page

The undersigned hereby offers and agrees to furnish the goods and/or routine services in compliance with all the service level requirements, instructions, specifications, and any amendments contained in this RFP document and any written exceptions in the offer accepted by the City.

This proposal is genuine, and not sham or collusive, nor made in the interest or in behalf of any person not herein named; the proposer has not directly or indirectly induced or solicited any other proposer to put in a sham proposal, or any other person, firm or corporation to refrain from submitting a proposal; and the proposer has not in any manner sought by collusion to secure for itself an advantage over any other proposer.

Each proposal must be signed on behalf of the proposer by an officer authorized to bind the proposer to the proposal.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and I agree to the terms and conditions in this proposal.

| | | |
|--------------------------------|-------|------|
| Company Name | | Date |
| Signature of Authorized Person | | |
| Printed Name | Title | |
| Address | | |
| City, State, Zip | | |

The proposer hereby acknowledges receipt of and agrees this Proposal is based on the RFP and the following addenda. Failure to indicate receipt of addenda may result in the proposal being rejected as non-responsive. To constitute a responsive proposal you must return all pages of the proposal forms.

ADDENDUM #: _____ DATED: _____
 ADDENDUM #: _____ DATED: _____
 ADDENDUM #: _____ DATED: _____
 ADDENDUM #: _____ DATED: _____
 ADDENDUM #: _____ DATED: _____
 ADDENDUM #: _____ DATED: _____

(If additional addenda are issued, attach a complete listing when submitting this Proposal).

