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Request for Proposals #2017-08-M

457 AND 401(a) PLAN ADMINISTRATOR

Metropolitan Pier and Exposition
Authority (MPEA)

May 17, 2017

TABLE OF CONTENTS

SECTIONS:

- I. DEFINITIONS AND INTERPRETATION
- II. BACKGROUND INFORMATION AND OBJECTIVES
- III. SCOPE OF SERVICES AND DELIVERABLES
- IV. RFP PROCESS AND SUBMISSION REQUIREMENTS
- V. EVALUATION CRITERIA
- VI. CONDITIONS, DISCLAIMERS, DISCLOSURES
- VII. REQUIRED FORMS

EXHIBITS:

1. RFP TIMELINE
2. FORM OF AGREEMENT (posted as a separate Word file)
3. PLAN PARTICIPATION AND ASSETS
4. CURRENT PLAN INVESTMENT OPTIONS

SECTION I. DEFINITIONS AND INTERPRETATIONS

DEFINITIONS

The following terms in this Solicitation shall be defined as follows:

“Accumulated Deferrals” means compensation deferred under the plan, adjustment under until date of payment by income received, increases or decreases in investment value, fees and any prior distributions made.

“Agreement” or “Contract” means the Agreement that is to be entered into between the Authority and the selected Proposer pursuant to this RFP.

“Authority” means the Metropolitan Pier and Exposition Authority.

“Beneficiary” means a beneficiary of a Participant, a Participant’s estate, or any other person whose interest in the plan is derived from the Participant.

“Compensation” means all payments made to an employee by the Plan Sponsor as remuneration for services rendered.

“Consultant” refers to the Proposer that is selected to provide the Services and will enter into the Agreement or Contract with the Authority

“Deferred Compensation Plan” or “457 Plan” means a non-qualified, Deferred Compensation plan established by state and local governments and tax-exempt governments and tax-exempt employers. Eligible employees are allowed to make salary deferral contributions to the 457 plan. Earnings grow on a tax-deferred basis and contributions are not taxed until the assets are distributed from the plan.

“Defined Contribution Plan” or “401(a) Plan” means a money-purchase retirement savings plan that is set up by an employer. The 401(a) plan allows for contributions by the employee, the employer, or both. Contribution amounts, whether dollar-based or percentage-based, eligibility, and vesting schedule are all determined by the sponsoring employer.

“Eligible Employee” means any person who is employed by and receives any type of compensation from the Plan Sponsor for whom services are rendered, and who is a full-time, regular part-time working half-time or more, or career seasonal employee of the plan sponsor.

“Include” Whenever the term "include" (in any of its forms) is used, it means "include, without limitation."

“Laws” means City, State and Federal statutes, ordinances, codes, rules and regulations.

“MBE” means Minority Owned Business Enterprise.

“MPEA” means Metropolitan Pier and Exposition Authority.

“Normal Retirement Age” as used in the plan means the range of ages:

- (1) Ending no later than age seventy and one-half (70-1/2); and

- (2) Beginning not earlier than the earliest age at which Participant has the right to retire under the Plan Sponsor's pension plan for which the participant is eligible without consent of the Plan Sponsor and under which the participant will receive immediate retirement benefits without actuarial adjustment due to retirement prior to some later specified age in the plan sponsor's pension plan.

"Participant" means any Eligible Employee of the plan sponsor who executes a participation agreement with the plan sponsor assenting to the provisions of this plan, once the participation agreement has been approved.

"Participation Agreement" means the agreement executed and filed by an Eligible Employee with the plan sponsor pursuant to Chapter 04 of the Metropolitan Pier and Exposition Authority Deferred Compensation Plan and Trust, in which Eligible Employees elect to become a Participant in the plan.

"Plan Sponsor" means the Metropolitan Pier and Exposition Authority.

"Proposal" means all materials submitted in response to this RFP.

"Proposer" or "Provider" or "Respondent" means the firm(s), individual(s), corporation(s), partnership(s) and joint venture(s) that submit Proposals pursuant to this RFP.

"Responsive" Responsiveness is determined by the Authority and relates to compliance with the provisions of the solicitation, including specifications, and contractual terms and conditions. Conformity in material respects or substantial compliance suffices, although absolute or precise conformity is not required. The Authority reserves the right to reject any Proposal that it deems materially non-responsive.

"Responsible" Responsibility is determined by the Authority and relates primarily to the ability of a Proposer/Bidder to successfully carry out a proposed contract, and whether the Proposer/Bidder has the character, reputation, and integrity to receive an award. The Authority may determine in its sole discretion that a Proposer/Bidder, otherwise able to perform, who has been convicted of a felony, or violation of the public procurement requirements of any federal or state governmental entity, is not responsible and therefore disqualified from the RFP process. Other considerations bearing on a determination of responsibility can include experience, past performance, business and financial capabilities, skills, technical organization and reliability. Some of the mechanisms available to measure a Proposer's/Bidder's responsibility are the utilization of reference checks, vendor performance on previous contracts and availability of financial credit information.

"RFP" means this Request for Proposals, including all Exhibits and addenda.

"Selected Proposer" or "Successful Proposer" or "Successful Contractor" means the Proposer selected for award of an Agreement.

"Services" or "Work" means all the Deferred Compensation Plan Administration services for which the Authority engages the selected Proposer, including all tasks reasonably necessary to complete them.

"Trade Reference" means a reference concerning the creditworthiness of the Proposer given by another business that extends credit to the Proposer, such as a supplier.

"WBE" means Women Owned Business Enterprise.

INTERPRETATIONS

- A. Any headings in this RFP are for convenience of reference only and do not define, limit, control or affect the meaning of the RFP provisions. In this RFP, unless the context otherwise requires, the terms "hereby," "herein," "hereof," "hereto," "hereunder" and any similar terms used in this RFP refer to this RFP. All section references, unless otherwise expressly indicated, are to sections of this RFP. Words of any gender shall be deemed and construed to include correlative words of the other genders. Words indicating the singular number shall include the plural number and vice versa, unless the context shall otherwise indicate. All references to any exhibit or document shall be deemed to include all supplements and/or amendments to any such exhibits or documents entered into in accordance with the terms and conditions of this RFP and such documents. All references to any person or entity shall be deemed to include any person or entity succeeding to the rights, duties, and obligations of such persons or entities in accordance with the terms and conditions of this RFP.
- B. Unless a contrary meaning is specifically noted elsewhere, the words "as required," "as directed," "as permitted" and similar words used in the RFP mean that requirements, directions of and permission of MPEA are intended; similarly, the words "approved," "acceptable," "satisfactory" or words of like import mean "approved by," "acceptable to" or "satisfactory to" MPEA. Words "necessary," "proper" or words of like import as used with respect to extent, conduct or character of Services specified shall mean that the Services as outlined in Section III must be conducted in a manner or be of character which is "necessary" or "proper" in the option of MPEA.
- C. Unless a contrary meaning is specifically noted elsewhere, the words "approved," "reasonable," "suitable," "acceptable," "properly," "satisfactory" or words of like effect and import used in the RFP mean reasonable, suitable, acceptable, proper or satisfactory in the judgment of MPEA.

SECTION II. – BACKGROUND INFORMATION AND OBJECTIVES

BACKGROUND INFORMATION

The Metropolitan Pier and Exposition Authority, hereinafter referred to as the "Authority" or "MPEA", is a political subdivision, unit of local government, body politic and municipal corporation existing under the laws of the State of Illinois pursuant to the Metropolitan Pier and Exposition Authority Act, as amended, 70 ILCS 210/1 *et seq.* (the "MPEA Act"). The Authority was established to promote, operate and maintain fairs, expositions, meetings and conventions in Cook County, Illinois.

The Authority is governed by a nine-member Board appointed by the Governor of Illinois and the Mayor of Chicago. Current Board Members are listed on the Authority's website at http://www.mpea.com/mpea_board/board.html. The Chairman of the Board is selected by fellow Board members and a Chief Executive Officer, who is responsible for the day-to-day management of the Authority, is appointed by the Board.

The Authority owns McCormick Place®, an exhibition and convention center located at 23rd Street and Martin Luther King Drive in the City of Chicago, which is managed and operated by SMG, a private convention management company. The McCormick Place Complex ("MPC") comprises four buildings: the South, West, North and the Lakeside Center. These buildings have a combined total of more than 2.6 million square feet of exhibit space, and over 600,000 square feet of meeting rooms, making it the nation's largest convention center. McCormick Place® hosts approximately 125-150 events and attracts nearly 2.5 million trade and public show visitors annually. McCormick Place® features the Arie Crown® Theater, a renovated proscenium arch theatre which seats approximately 4,200. Two separate buildings, the Energy Center and the Corporate Center, are also part of the MPC.

The Authority also owns the Hyatt Regency McCormick Place, a recently renovated and expanded 1,258-room hotel and conference center located adjacent to McCormick Place. The Hyatt Corporation is responsible for the operation and management of this Hotel under a management agreement with the Authority.

In 2010, the Illinois General Assembly passed the MPEA Reform Act – 70 ILCS 210/5.4, as amended by Public Acts 096-0898 and 096-0899 ("Legislative Reforms"). The Legislative Reforms authorized a restructuring of the Authority, which resulted in a transformation of the way business is conducted at McCormick Place®. The Reforms further solidified McCormick Place's competitive standing in the convention and trade-show industry and strengthened Chicago's ability to attract corporate and association business.

Historic Navy Pier®, the Midwest's #1 tourist and leisure destination that attracts more than 8.6 million visitors a year, is also owned by the MPEA but is now governed and managed by an independent not-for-profit organization known as Navy Pier, Inc. ("NPI").

Two new facilities are currently under construction at McCormick Place®: a 1,206-room Marriott Marquis Chicago Hotel and a 10,000 seat Event Center, a multi-purpose facility that will serve as a first-class NCAA basketball arena and general assembly hall for large business meetings and other major special events. MPEA is jointly developing the Event Center with DePaul University, who will be the anchor tenant in the facility. The facility will host DePaul NCAA men's and women's home basketball games, tournaments, and other DePaul events. Prairie District³ ("PD3") Partners, a joint venture team led by Clark Construction Group-Chicago, is the Design-Builder ("DB") for these two projects, and it is the Authority's goal to complete the construction of the Marriott Marquis Chicago hotel and the Event Center in 2017.

MPEA DEFERRED COMPENSATION PLAN AND DEFINED CONTRIBUTION PLAN

Historically, MPEA provided a defined benefit Pension Plan and a 457 Deferred Compensation Plan for its "Eligible Employees". As the Authority restructured its operations the Pension Plan was transitioned to a 401(a) Defined Contribution Plan, initially for new employees starting in July 2009 and finally for all employees after February 2012. MPEA now offers Eligible Employees a 401(a) Defined Contribution Plan and a 457 Deferred Compensation Plan. The Authority presently makes a grant to the 401(a) Plan equal to 3% of compensation and matches 50% of employee contributions (of up to 8% of compensation) into the 457 Plan. The Plan is administered through a trust which represents the employees of the Authority in all matters related to the Plan.

MPEA presently offers the 401(a) Plan and the 457 Plan with identical investment options. The Authority is not required to do so, but it has determined that this structure simplifies participant decision-making. There presently are 383 active participants in the 401(a) Plan and the 457 Plan with a total of \$25.3 million of assets. Exhibit 3 includes additional participant information related to the two Plans and Exhibit 4 includes the present list of fund options offered to participants.

GOALS AND OBJECTIVES

The MPEA is seeking a qualified Plan Administrator to be responsible for enrollment and contribution investment, including, but not limited to, investment due diligence reporting, plan communications, and administration of its Section 401(a) Defined Contribution Plan and its Section 457 Deferred Compensation Plan. The Authority will require the Plan Administrator to administer both the plans and the products funding the plans.

The objective of the Authority is broad-based participation on a basis consistent with the non-discriminatory requirements applicable to 401(a) and 457 plans. The Authority does not represent or imply that any specific amount of business will be written in the program, but does assure that all Eligible Employees in all income brackets have the opportunity to participate.

To achieve its objective of encouraging broad-based participation in the Plans, the Authority is focusing on the following:

- 1) The Plan Administrator's ability to handle the required record-keeping
- 2) The full range of investment options, including the specific share classes offered, that the Authority's Trustees, at their discretion, may choose to make available to plan participants
- 3) No fees of any kind billed to participants
- 4) Minimization of total cost to participants and the Authority
- 5) Regular reports to participants (no less than quarterly) that provide the performance of the funds selected by the participant as well as other funds available to participants, compared to an applicable market index
- 6) Proactive communication and counseling to employees to encourage their participation in the plans and involvement in managing their assets in the plans
- 7) No re-marketing or other fees paid back to the Plan Administrator (to the extent such fees are received they will be treated as an offset to the flat monthly fee or a flat fee per participant)

The Successful Proposer shall provide all services required pursuant to this RFP for a flat monthly fee or flat monthly fee per participant.

Under 70 ILCS 210/23.1(b) (the "Act"), the Authority has adopted and maintains a minority and women owned business enterprise procurement program that establishes subcontracting goals to facilitate the participation of minority and women owned business enterprises on Authority contracts. The Act also states that when the Authority determines that it is impracticable to obtain minority or female owned businesses to perform sufficient work to fulfill the commitment required by the Act, the Authority shall

reduce or waive the subcontracting commitment in the contract. Pursuant to Section 23.1(b) of the Act, the Authority has determined that the nature of the services to be provided under this contract is such that neither direct nor indirect subcontracting opportunities will be practicable. Therefore, the MPEA waives the subcontracting goals for this contract. However, the Authority invites and encourages certified MBE or WBE interested in performing the services to submit Proposals for direct award consideration in response to this RFP.

SECTION III. – SCOPE OF SERVICES

Qualified Plan Administrators must, at a minimum provide the following as part of the Services:

1. Provide the administrative service and investment products without cost (other than incidental) to the Authority.
2. Provide on-going group or individual meetings to enroll, counsel and provide communication material to employees.
3. Utilize uniform, standardized enrollment and change forms.
4. Establish a clear outline of internal administrative system requirements and procedures necessary to administer the program for initial enrollment processing, payroll transmittal, on-line capabilities and other services.
5. Furnish each participant with quarterly statements by mail within twenty (20) days of the end of each quarter. These statements will report the participant's account balance, interest earnings, rate of interest earnings and all financial activity which occurred during the reporting period including date that funds were invested. In addition, each participant should receive performance information on all funds in the Plan as well as relevant benchmark indices. Indicate whether Proposer provides a paperless option for any participant that elects to receive quarterly statements electronically.
6. Provide monthly reports to the Manager of Human Resources. Monthly reports must be from the Fund Manager confirming the amount deposited into each participant's fund. In addition, the monthly reports must provide sufficient detail, by participant if applicable, of all earnings, deductions, charges and any adjustment to all participant accounts.
7. Complete all company/agent agreements necessary to implement the Contract. All agreements shall be subject to all provisions of the laws of the State of Illinois and any applicable Federal or IRS requirements.
8. To be bonded at its own cost and to provide appropriate evidence of adequate bonding coverage as stated in Required Form H (Insurance Requirements) of this RFP document.
9. To have in operation a system which provides employees with account value information access by using a touch tone telephone and a web-based system.
10. To have in existence and operational, a direct access system for the hearing impaired.
11. To apply all moneys received to each individual participant's account.
12. To ensure that moneys will be invested to selected employee's program within two (2) business days of receipt by Plan Administrator.
13. To allow for a system of refunds to include appropriate withholding and reporting due to such items, including, but not limited to, erroneous deductions or participant check cancellations, administrative errors, and participant misunderstandings.
14. To disburse benefits directly to participants, to comply with the requirements of the Internal Revenue Service, withhold and remit appropriate withholding taxes, and provide a 1099 or such disbursements at the end of calendar year.

15. All information concerning the plan and participants is the sole property of the Authority. Ensure that information shall remain confidential and not be used or transmitted to others for any other purposes whatsoever, except as required to implement the Plans.
16. Ensure that no company nor its agents shall solicit or otherwise induce a participant with respect to any matters whatsoever relating to the Plans nor use information obtained under the plan to directly solicit participants with respect to products made available by such company.
17. Provide educational material designed to acquaint participants with benefits of the Plan upon prior approval by the Authority. All information obtained under the Plan shall be confidential and used exclusively for the purposes relating to the Plan.
18. The Plan Administrator shall coordinate all activities with the Manager of Human Resources. The Authority's Chief Financial Officer, Controller, Internal Auditor and its independent contracted auditor will have access to all pertinent financial records and information concerning the Deferred Compensation Plan. This access will be provided on a timely basis. All records relating to the Deferred Compensation Plan must be available for inspection as directed by the Authority.
19. The plan must implement, track, report and support a 457 Loan Program in accordance with the regulations issued by the Department of Treasury.

GENERAL REQUIREMENTS

Experience - Proposer must have substantial and substantive experience in the administration of Deferred Compensation Plans to government and/or large corporate clients. Managers or other supervisory staff must have substantial and substantive experience in the administration of Deferred Compensation Plans to government and/or large corporate clients.

Capability - Proposer's firm must have the ability to manage a project of this size. This should be reflected both in the ability to provide adequately trained staff and the firm's financial capability.

Independence - Firms must be independent from the officers, officials and employees of the Metropolitan Pier and Exposition Authority and meet independence requirements of applicable professional or regulatory agencies.

Methodology and Approach - Qualified firms must have a sound deferred compensation administration and management strategy and must, for the past five years, have a verifiable track record of plan administration practices.

Term

This Contract begins on the Effective Date and unless sooner terminated in accordance with the contract, ends five (5) years after the date of the Effective Date. At the conclusion of the initial term, the Authority has the option to renew for up to an additional five (5) years in any incremental time period.

The Authority has the right to terminate any Agreement upon 30 days' written notice to the Contractor. The Contractor will be compensated under the terms of the Agreement for all Services satisfactorily performed to the date of termination, together with authorized reimbursable costs incurred before the termination notice is given.

SECTION IV. – RFP PROCESS AND SUBMISSION REQUIREMENTS

RFP PROCESS

The Proposer's written response, which details the experience and expertise of the Proposer to perform the **457 AND 401(A) PLAN ADMINISTRATOR**, is due no later than **Friday, June 16, 2017**.

Requirements and procedures for providing submittals in response to this RFP are described herein. RFP documents will be available for downloading at the MPEA website at www.mpea.com under the link "Doing Business" beginning on Wednesday May 17, 2017. The Authority requests that all Proposers that choose to download and print the document from the MPEA website contact the MPEA, DEPARTMENT OF PROCUREMENT by email, referencing RFP #2017-08-M **457 AND 401(A) PLAN ADMINISTRATOR** to mpeaprocurement@mpea.com to register Proposer's company as a document holder.

If it becomes necessary to revise or amend any part of this RFP, including the due dates, the Authority will publish a revision by written addendum on its website and notify all prospective Proposers who have registered as a document holder and provided the Authority with valid contact information. It will be the responsibility of the Proposer to obtain all such addenda and to acknowledge receipt of any addenda that have been issued. (If none are issued, indicate "NONE" on REQUIRED FORM A, Form of Transmittal Letter.)

Proposers are to contact only the MPEA Procurement Department at mpeaprocurement@mpea.com concerning this RFP and should not rely on representations, statements, or explanations other than those made in this RFP or in any written addendum to this RFP.

The Authority will accept questions, in writing via e-mail, until 5:00 PM Central Time, on **Wednesday, May 24, 2017**. Questions should be submitted in writing to mpeaprocurement@mpea.com. A summary of questions received, noted without source, and answers will be issued as an addendum on the MPEA procurement website and registered document holders will also be notified by email.

RFP submittals are due no later than **12:00 PM Central Time, on Friday, June 16, 2017**.

Respondents must submit four paper copies to the address below (preferably on recycled paper, do not use metal or plastic binding, but secured with a binder clip or rubber band) and an electronic version (PDF and/or Word if submitting a redline of the form of agreement) of its proposal via email to mpeaprocurement@mpea.com, or via a secure file sharing platform such as Dropbox or similar, before the deadline. The email must reference the **RFP #2017-08-M 457 AND 401(A) PLAN ADMINISTRATOR**. The electronic copy must include Required Form F, PROPOSED PRICING AND FEE SCHEDULE as a separate PDF.

All Proposals must be submitted with a table of contents identifying page numbers with section dividers for each item under the Proposal Submission requirements. Hard copy submittals and supporting documentation must be submitted in a sealed package/envelope labeled "Request for Proposals #2017-08-M 457 and 401(a) Plan Administrator".

Submittals may be delivered to the Authority at the following address:

METROPOLITAN PIER AND EXPOSITION AUTHORITY
ATTN: PROCUREMENT DEPARTMENT
301 EAST CERMAK ROAD
CHICAGO, ILLINOIS 60616

Based on the responses submitted, the Authority may select a short list of Proposers for further consideration and may elect to conduct oral interviews with short-listed Proposers.

A timeline showing the key dates for the RFP process is provided as Exhibit 1.

The responsibility for submitting a response to this RFP on or before the stated time and date will be solely and strictly that of the Proposer. The Authority will in no way be responsible for delays caused by the U.S. Post Office or caused by any other entity or by any occurrence. Proposals received after 12:00 PM Central Time, on **Friday, June 16, 2017**, may be deemed non-responsive and ineligible for consideration.

By submitting a Proposal, Proposer agrees to accept and abide by the terms of this RFP. The Authority reserves the right to reject any or all submittals, to waive any informality or irregularity, and to accept any responsive submittals which it may deem to be in the best interest of the Authority. Only submittals from responsible Proposers complying with the provisions of this RFP will be considered.

Submittals will be considered incomplete if they do not bear the signature of an agent of the Proposer who is in a position to contractually bind the Proposer. The submittals can be withdrawn at any time, if requested in writing, until the deadline date at which time it will be considered final.

RFP SUBMISSION REQUIREMENTS

Interested Proposers are to provide a thorough submittal using the guidelines presented herein. Submittals should be prepared simply and economically, providing a straightforward, concise description of the Proposer's ability to meet the requirements of the RFP. Emphasis should be on conforming to the RFP instructions, responding to the RFP requirements/scope of services, and the completeness and clarity of content. The Proposer is expected to expand on the scope in the submitted Proposal, incorporating their expertise and proposed method or approach.

Proposal Submission

The following provides an outline of the information to be included to demonstrate the qualifications of the Proposer. This outline is not all-inclusive and Proposers can add information as deemed appropriate.

1. An executive summary detailing the Proposer's competence, qualifications, past experience, and number of years licensed to provide 457 and 401(a) services as described in this RFP. The summary should explain the Proposer's understanding of the MPEA's intent and objectives and how their Proposal would achieve those objectives. The summary must discuss Proposer's strategy and methodology for successfully implementing and monitoring the Services, approach to project management; strategies, tools and safeguards for ensuring performance of all required Services; equipment, software and firmware considerations; training and on-going support; and any additional factors for the Authority's consideration.
2. Provide at least three (3) references, preferably at least one from a government entity, for which your firm has provided services similar in scope to those described in the RFP. Please include the client name, address, phone and fax numbers, e-mail address, contact name and contact's affiliation and a brief description of the services provided, including the total value of the contract and the term (start and end date). Identify services, if any, subcontracted, and to what other company.
3. Provide a list of the accounts that have terminated relationships with the Proposer in the last five (5) years.
4. Identify any pending agreements to merge or sell your company.
5. Furnish copies of all business and professional licenses and permits necessary and standard for the Service.
6. Provide evidence of membership in professional organizations.

7. Provide resumes for all staff expected to participate in this Service. The proposal should highlight their roles and responsibilities on engagements similar in size and complexity, including but not limited to number of years managing funds, return on investments under their management, and names of current customers/references. Identify the names of the local personnel who will coordinate the activities related to the plan, and provide their experience in working with 457 and 401(a) plans.
8. Provide the following information regarding Proposers products and pricing:
 - a) State the proposed mutual funds/products available to the Authority, at the Authority's discretion, and describe the process for transferring dollars between funds.
 - b) Provide performance data on all proposed funds, net of all fees, for the following periods by calendar year:
 - Year to Date (1/1/2017 through present)
 - One (1) Year
 - Three (3) Year
 - Five (5) Year
 - Ten (10) Year
 - c) Provide a list of all fees and costs charged to each mutual fund being proposed
 - d) Provide monthly fee information as detailed on Required Form F – Proposed Pricing and Fee Schedule
9. Provide a comprehensive plan for implementing the Services as outlined in this RFP, including a transition plan and schedule for Eligible Participants including key milestones and expected durations. The plan must address your approach and your policies and procedures for implementing projects for clients, quality control checks, and project management. Provide information on your management structure and services available for technical consultation. Describe your program support and reporting/recommendation services, including your approach to overcoming obstacles, if any, and troubleshooting to resolve problems.
10. Furnish annual financial statements, such as balance sheets, profit and loss statements, or financial report for the last three years demonstrating that Proposer has the financial viability and ability to perform the required Services.

Fees

It is the Authority's intent to engage a 457 and 401(a) Plan Administrator on a flat monthly fee or a flat monthly fee per participant.

Refer to Required Form F - PROPOSED PRICING AND FEE SCHEDULE.

Proposer must submit Required Form F in a separate sealed envelope with its submission.

Required Forms

In addition to the information required above, Proposals must contain the following completed forms:

- | | |
|-------------------|--|
| ○ Required Form A | Form of Transmittal Letter |
| ○ Required Form B | Statement of Business Organization |
| ○ Required Form C | Statement of Qualifications and IRS Form W-9 |
| ○ Required Form D | Proposer Certifications |
| ○ Required Form E | Disclosure of Lobbyists |
| ○ Required Form F | Proposed Pricing and Fee Schedule |
| ○ Required Form G | Notification of Exceptions |
| ○ Required Form H | Insurance Requirements |

SECTION V. – RFP EVALUATION

EVALUATION PROCESS

The Authority intends to conduct a comprehensive, fair and impartial evaluation of proposals received in response to this RFP. The Authority will first review the proposals to assess Proposer's responsiveness and compliance with the administrative requirements of the RFP. The Authority will also determine whether the Proposer is one with whom the Authority can or should do business.

The Authority will then use an Evaluation Committee to review and evaluate the Proposals. All proposals will be evaluated using the same criteria, outlined herein. Throughout the evaluation and selection period, Proposer may be required to furnish additional information, make presentations and attend meetings as requested by the Authority. The Authority will accept the Proposal it deems most likely to meet the goals of the services outlined in this RFP.

Evaluation Criteria

In evaluating, the Authority will consider the following:

1. Qualifications and Experience: Whether the Proposer has demonstrated expertise, knowledge, and experience administering 457 and 401(a) Plans. Whether the Proposer's strategy, approach and methodology to providing 457 and 401(a) demonstrates its ability to successfully meet the needs and objectives of the MPEA. Whether the Proposer is willing and able to provide all services outlined in the Scope of Services. The types of mutual funds available for the Authority's selection and the ability to transfer between individual funds and performance data for the mutual funds offered by the Proposer.
2. Quality of Past Performance: Whether the Proposer has provided appropriate reference examples of prior similar engagements and past performance on its engagements. The Authority may solicit from previous clients, including the MPEA or any available sources, relevant information concerning Proposer's record of past performance.
3. Quality of Personnel: Whether the Proposer's personnel (including any subconsultants) have demonstrated experience with similar engagements, the quality of their past performance, and the success of their efforts.
4. Implementation Plan
 - A. Proposer's plan for providing Deferred Compensation Plan Administration services
 - B. Quality of Proposer's quality control program. This program must ensure that the Services will meet the highest professional standards
 - C. Quality of the firm's standard methodology for and approach to engagements of this type
 - D. Quality of the firm's management support personnel to be available for technical consultation
5. Financial Stability: Whether the Proposer has provided sufficient evidence of their company's financial abilities to perform the work.
6. Fee Proposal: The reasonableness of Proposer's fee proposal relative to information provided in Required Form F.
7. Ability to Contract: The nature and extent, if any, of exceptions taken to the Form of Agreement, and the ability of MPEA and Proposer to negotiate a mutually agreeable contract.

Evaluation and Award Process

The evaluation and award process is as follows:

1. Review of the Proposals to assess compliance with mandatory administrative requirements
2. Detailed evaluation by the Committee of Proposer's qualifications
3. Review of Proposed Fees
4. Clarifications, discussions, and presentations (if determined necessary by the Evaluation Committee)
5. Evaluation Committee award recommendation to the Authority's CEO and Board
6. Award decision by the Board
7. Final agreement executed

SECTION VI. – CONDITIONS, DISCLAIMERS, AND DISCLOSURES

This RFP does not represent a commitment or offer by the Authority to enter into an agreement with a Proposer or to pay any costs incurred in the preparation of a response to this RFP. The Authority reserves the right to reasonably request additional information or clarification of information provided in the response without changing the terms of the RFP, and also reserves the right to seek new submittals when such a request is in the best interest of the Authority. The Proposer assumes the responsibility for all costs incurred in responding to this RFP. It is understood and agreed that the Authority assumes no liability for the Proposer's costs incurred in responding to this RFP.

Signing Forms

Proposal forms must be properly completed and the FORM OF TRANSMITTAL LETTER (See Required Form A) must be in the required form and signed by persons with the authority to bind the Proposer(s). Special requirements apply depending on the nature of the Proposer's organization. The Proposal and Form of Transmittal Letter shall be signed as follows:

- If the Proposer is a **corporation** or **limited liability company**, the Proposal and Form of Transmittal Letter shall be signed in the name and under the seal of the corporation by a duly authorized officer of the corporation or manager of the company, with the designation of his/her official capacity, and attested properly. The Response and Form of Transmittal Letter shall show the state in which the corporation is chartered. If it is a foreign corporation, the Response shall show whether or not the Proposer is licensed to transact business in the State of Illinois.
- If the Proposer is a **firm** or **partnership**, the Proposal and Form of Transmittal Letter shall be signed in the name or style under which the organization is doing business and by the partner, proper officer, or officers whose official capacity shall be designated. The name and address of each member of the organization shall be shown on the Proposal and Form of Transmittal Letter.
- If the Proposer is an **individual**, he/she shall sign the Proposal and Form of Transmittal Letter in person or by representative, stating the name or style, if any, under which he/she is doing business. If the signing is by representative, the representative's Power of Attorney or other authorization shall be stated and shall be proven if requested.
- If the Proposer is a **joint venture**, the Proposal and Form of Transmittal Letter shall be signed by each of the persons or firms that are a party to the joint venture agreement. A certified copy of the joint venture agreement shall be attached to the Proposal and Form of Transmittal Letter. A joint venture will not be accepted unless the joint venture agreement or some other signed and legally binding instrument is certified and attached to the Proposal Form sheet and Form of Transmittal Letter and contains provisions for one of the parties to the joint venture to be in full direction of the services and to exercise this direction through a single individual to be appointed manager of operations with the consent of all parties to the joint venture agreement.
- Where the Proposal and Form of Transmittal Letter are signed by an **agent of the Proposer**, evidence of the agent's authority to sign must accompany the Proposal. If the Proposer is a corporation, such evidence shall be a certified copy of that section of corporate bylaws or other authorization such as a Resolution by the Board of Directors, which permits the person to sign the offer on behalf of the corporation. The name of each person signing the Proposal shall be typed or printed below his/her signature.

In every case, the Proposal and Form of Transmittal Letter shall show the present business address of the Proposer at which address communications shall be received and service of notices accepted.

Ownership of Proposals

Timely submittals and any information made a part of the Proposals will not be returned to the sender. The Authority reserves the right to retain all submittals and to retain any ideas in a submittal regardless of whether a Proposer is selected. Submittal of a response to this RFP indicates acceptance by the Proposer of the conditions contained within the RFP document.

Improper Practices

The Proposer shall be in compliance with the Illinois State Officials and Employees Ethics Act (5 ILCS 430/) and remain in compliance for the duration of the Agreement. Non-compliance constitutes grounds for immediate unilateral termination of the Agreement.

The Proposer shall not offer any gratuities, favors, or anything of monetary value to any official or employee of the Authority, the Authority's appointed evaluation committee, SMG (current McCormick Place® Manager), the City of Chicago, Choose Chicago, State of Illinois, or any other organization that may have a clear interest in the outcome of the selection process, for the purposes of influencing the outcome of the RFP response selection process.

The Proposer shall not collude in any manner or engage in any practices with any other Proposer(s), which may restrict or eliminate competition or otherwise restrain trade. Violation of this instruction will cause the Proposer(s) submittal(s) to be rejected by the Authority. The prohibition is not intended to preclude joint ventures or subcontracts.

Interpretation

Should any question arise as to the proper interpretation of the terms and conditions contained in this RFP, the Authority's decision shall be final.

Multiple Awards

It is the intent of the Authority to award to one Proposer as a result of this RFP. However, the Authority reserves the right to award a contract to one or more Proposers as it deems to be in its best interest.

No Criminal/Civil Liability

Submission of a proposal shall include a representation that neither the Proposer, nor any of its joint venture participants, partners, members, affiliates, subsidiaries, officers, directors, managerial employees, or any individual who, directly or indirectly, holds an ownership interest in the Proposer's organization has been convicted of or entered into a plea agreement for a criminal offense incident to the application for or performance of a contract or subcontract with a governmental or private entity in the State of Illinois, or has been convicted of a criminal offense, or held liable in a civil proceeding, that negatively reflects on the entity's or individual's business integrity, based on a finding of embezzlement, theft, forgery, bribery, falsification, or destruction of records, receiving stolen property, or violation of state or federal antitrust statutes or similar laws.

Vendor Ethics

The Authority is prohibited by law from contracting with certain persons and entities. Accordingly, ownership interests must be disclosed in Required Form B, STATEMENT OF BUSINESS ORGANIZATION. Proposers must also comply with the prohibitions on political contributions that are set forth in the MPEA Act, as amended.

Insurance Requirements

At all times during the term of the Agreement and during the time period following final completion if the Proposer is required to return and perform any additional work, Proposer is required to maintain the minimum insurance coverage and requirements specified in this RFP, insuring all operations related to the Agreement. The Authority reserves the right to modify insurance requirements based on the nature of the services rendered or the projects required under the Agreement.

Freedom of Information Act

This RFP and any subsequent agreement are subject to disclosure pursuant to the Illinois Freedom of Information Act ("FOIA," 5 ILCS 140/) and other applicable laws and rules. The Proposal may be made available for public inspection and copying and if the Proposer believes certain information is exempt from public disclosure under FOIA, the Proposer must clearly mark those portions of its Proposal as being "Confidential" and request confidential treatment. The Proposer must identify the specific grounds under FOIA or other law or rule that support exempt treatment. The Authority is not obligated to honor requests

for confidential treatment, even if the information is exempt from public disclosure. The Proposer will be responsible for any costs or damages associated with the Authority's defending the Proposer's request for exempt treatment.

Confidentiality

Except with the Authority's approval, the Proposer shall not directly or indirectly disclose, divulge or communicate to any person, firm or corporation, other than the Authority or its designated representatives, or as required by law, any non-public information which it may have obtained during the RFP process concerning any matter relating to the work or regular business of the Authority.

Taxes

The Successful Proposer will be responsible for all existing and future applicable federal, state, and local taxes, whether direct or indirect, incurred in connection with the Agreement. The Authority, however, is exempt by law from Illinois Retailers Occupation Tax, Use Tax, Service Occupation Tax, Service Use Tax, and Municipal and Regional Transportation Authority Retailers Occupation Tax on materials or services purchased in connection with the Services.

Rejection of Proposals

Proposals that do not comply with the submittal requirements of the RFP, or that contain omissions, erasures, alterations or additions not called for, or that are irregular in any way, may be rejected as informal and insufficient. The Authority, however, reserves the right to waive any or all informalities when it considers a waiver to be in its and the public's best interest.

In addition to all other basis for rejection, any Proposer found to have falsified any information to the Authority in relation to this or any other procurement, or which has been barred from doing business with the Authority, the City of Chicago or State of Illinois, or which has been convicted of a felony or entered into a plea agreement related to procurement contracting with any unit of government, may be rejected.

Protests

Any and all protests or challenges with respect to the selection of the Successful Proposer and this RFP, any of the procedures or requirements stated herein, or any other terms and conditions related to the transactions stated or contemplated herein must be asserted in writing to:

Metropolitan Pier and Exposition Authority
Attn: Dao Ngo, Director of Procurement
301 E. Cermak Rd., Chicago, IL 60616
mpeaprocedurement@mpea.com

All protests or challenges concerning the process, ambiguities, or defects of the RFP must be submitted within seven (7) calendar days after publication of the RFP. All protests or challenges concerning the selection of the Successful Proposer must be asserted within seven (7) calendar days after the notification of award of the Successful Proposer. Protests shall contain a statement of reason(s) for the protest identifying any alleged violation and any specific relief sought. Failure to file any action, protest or challenges within the time frames set forth above shall constitute a full and absolute waiver to take action against, protest or challenge the RFP process or selection of the Successful Proposer.

SECTION VI. – REQUIRED FORMS

Proposals must contain the completed items listed below that are provided in the following pages of this Section VI:

- A. FORM OF TRANSMITTAL LETTER
- B. STATEMENT OF BUSINESS ORGANIZATION and IRS FORM W-9
- C. STATEMENT OF QUALIFICATIONS
- D. PROPOSER CERTIFICATIONS
- E. DISCLOSURE OF LOBBYISTS
- F. PROPOSED PRICING AND FEE SCHEDULE
- G. NOTIFICATION OF EXCEPTIONS
- H. INSURANCE REQUIREMENTS

REQUIRED FORM A – FORM OF TRANSMITTAL LETTER

To be duplicated and completed on Proposer's firm letterhead

(Date)

Metropolitan Pier and Exposition Authority
301 East Cermak Road
Chicago, Illinois 60616
Attention: Dao Ngo, Director of Procurement

Re: **457 AND 401(A) PLAN ADMINISTRATOR
RFP #2017-08-M**

Dear Ms. Ngo:

On behalf of (Full legal name of Proposer), I submit with this letter its response to the Metropolitan Pier and Exposition Authority's Request for Proposals ("RFP") for **457 AND 401(A) PLAN ADMINISTRATOR**. In this connection, I state the following:

1. I have full authority to bind Proposer with respect to this response to the Request for Proposals and any oral or written presentations and representations made to the Authority.
2. *(Full legal name of Proposer)* has read and understands the Request for Proposals and is fully capable and qualified to provide the goods and or services as described within this Request for Proposals.
3. I have read and understand the Request for Proposals, including addenda numbers _____. (If none were issued, indicate "NONE".)
4. *(Full legal name of Proposer)* understands that the Metropolitan Pier and Exposition Authority will rely on Proposer's response to the Request for Proposals and Proposer agrees to be bound by its representations and statements made in its response and in any oral or written presentation(s) made during the evaluation and selection process.
5. If requested by the Authority, Proposer agrees to furnish additional information or documentation or to make one or more oral presentations or demonstrations to assist the Authority in evaluating its Proposal.
6. If selected by the Authority, Proposer agrees to negotiate and enter into an Agreement for **457 AND 401(A) PLAN ADMINISTRATOR** with the Authority to supply all of the required items and/or services.
7. Neither I nor Proposer has any beneficial interest in or relationship with any other party working or performing services for or otherwise affiliated with the Authority and no conflict of interest which could interfere with the provision of services to the Authority.
8. Proposer understands that the Authority will rely upon the material representations set forth in the Request for Proposals and that Proposer has a continued obligation to update any information which changes or which Proposer learns to be incorrect.

I declare that all Required Forms A - I as issued by the MPEA have not been altered other than to provide information requested, and that completed Forms A-I have been examined by me and to the best of my knowledge and belief are true, correct and complete.

Signed: _____

Typed/lettered name of signatory

As: _____
(Relationship to Proposer/Title/etc.)

REQUIRED FORM B – STATEMENT OF BUSINESS ORGANIZATION

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

Note: Each Proposer is obligated to notify the Authority of any changes in its ownership or in its officers and directors at the time such changes occur if the change occurs during the evaluation phase or during the Agreement term.

1. If the Proposal is submitted by an individual, answer questions listed below:

- (a) Name _____
- (b) Official Address _____
- (c) Telephone _____ Email address _____
- (d) Fax Number _____
- (e) FEIN or SSN _____
- (f) Is the individual authorized to do business in Illinois? YES NO

2. If the Proposal is submitted by a partnership, answer questions listed below:

- (a) Firm Name _____
- (b) Official Address _____
- (c) Fax Number _____
- (d) Telephone Number _____
- (e) FEIN _____
- (f) List each individual or business entity having a beneficial interest directly or indirectly, of more than seven and one-half percent (7 ½%) in the business organization. If no individual does, indicate "NONE".
 - i. Holding firms: Where owners are themselves a corporation, LLC, partnership or other business entity, list the business entity's name and each individual or business entity having a beneficial interest directly or indirectly, of more than seven and one-half percent (7 ½%) in such "holding firm". (Use a separate page if necessary).
 - ii. Affiliated entities: List each individual or business entity having a beneficial interest directly or indirectly, of more than seven and one-half percent (7 ½%) in any affiliated entities. (Use a separate page if necessary).

Name	Percentage Ownership

REQUIRED FORM B – STATEMENT OF BUSINESS ORGANIZATION

PROPOSER: _____

(g) List the names of all managing partners:

(h) Is partnership authorized to do business in Illinois? YES NO

3. If the Proposal is submitted by a corporation or limited liability company (LLC), answer questions listed below:

(a) Corporate or Company Name _____

(b) Date of Incorporation _____

(c) State of incorporation _____

(d) If incorporated in another State, are you authorized to do business in the State of Illinois?

YES NO

(e) Name and address of registered agent _____

(f) Fax Number _____

(g) Telephone _____ Email address _____

(h) FEIN _____

(i) List the names of all officers and directors:

REQUIRED FORM B – STATEMENT OF BUSINESS ORGANIZATION

PROPOSER: _____

- (j) List each individual having a beneficial interest directly or indirectly, of more than seven and one-half percent (7 ½%) in the business organization. If no individual does, indicate "NONE".

Holding firms: Where owners are themselves a corporation, LLC, partnership or other business entity, list the business entity's name and each individual or business entity having a beneficial interest directly or indirectly, of more than seven and one-half percent (7 ½%) in such "holding firm". (Use a separate page if necessary).

Affiliated entities: List each individual or business entity having a beneficial interest directly or indirectly, of more than seven and one-half percent (7 ½%) in any affiliated entities. (Use a separate page if necessary)

Name	Percentage Ownership

4. Identify below the person with authorized signature to bind Proposer's agreement, if selected:

Signatory's Name _____

Title _____

Address _____

5. Is Company a certified minority or woman owned business enterprise? YES NO

If yes, check one: MBE WBE

Certified by:

- City of Chicago
- Chicago Minority Supplier Development Council
- County of Cook
- Women's Business Development Center
- State of Illinois, Department of Central Management Services
- Other _____

(Please attach copy of current certification letter.)

REQUIRED FORM C – STATEMENT OF QUALIFICATIONS

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

Proposer must furnish all of the following information relative to its ability, experience, and financial resources available for the fulfillment of the Agreement.

1. The number of consecutive years that Proposer has been engaged in the business under the present firm name.

Number of consecutive years at this location: _____

Date when business was organized _____

2. List all pertinent organizations and associations of which Proposer is currently a member:

3. Provide the overall ratio of managers to personnel. _____

4. List below one (1) bank reference:

Company Name _____

Contact _____

Title _____

Address _____

Telephone _____ Email address _____

Length of Relationship _____

(Questions 5 through 7 relate only to Proposer's contracts for the type of services requested in this RFP)

5. Has Proposer ever refused to sign a contract? Y ___ N ___ At the original price? Y___ N ___

If yes to either question, provide details. _____

REQUIRED FORM C – STATEMENT OF QUALIFICATIONS

PROPOSER: _____

(Questions 6 through 8 relate only to Proposer's contracts for the type of services requested in this RFP)

6. Has Proposer ever refused to sign a contract? Y ____ N ____ At the original price? Y ____ N ____

If yes to either question, provide details. _____

7. Has Proposer ever been terminated for cause? _____ If yes, provide details. _____

8. Has Proposer ever defaulted on a contract? _____ If yes, provide details. _____

9. Has Proposer or any related or affiliated entity ever been adjudged bankrupt, been subject to a receivership or an order of reorganization, or other similar action involving the rights of creditors against vendors? If yes, provide details.

10. Is Proposer or any related or affiliated entity at this time subject to any court order relating to bankruptcy, receivership, liquidation, reorganization, or similar relief? If yes, provide details.

11. Detail any criminal or civil investigation or pertinent litigation pending or that has concluded within the last three (3) years against Proposer's organization or individuals within the organization or any related or affiliated entity.

REQUIRED FORM C – STATEMENT OF QUALIFICATIONS

PROPOSER: _____

12. Proposer has attached copies of its annual financial statement, including balance sheet, profit and loss statement, statement of cash flows, and notes to the Financial Statements for the last three (3) years. Yes No

13. Proposer has attached a completed IRS W-9 Yes No

14. Identify how Proposer was made aware of this RFP: Newspaper Ad _____ Website _____ Email Notification
Other _____

15. Identify below the Proposer's designated point of contact for purposes of responding to any questions the Authority may have:

Contact Name _____

Title _____

Address _____

Telephone _____ Email address _____

REQUIRED FORM D – PROPOSER CERTIFICATIONS

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

CHECK BOX(ES) TO CERTIFY:

Proposer certifies that it is fully authorized to enter into an Agreement with the Authority, has no known conflicts of interest as described in the MPEA Act (70 ILCS 210/25.3), or otherwise, and further specifically certifies that:

- Neither Proposer nor its agents, officers or employees, has entered into any agreement or arrangement with any individual or entity to refrain from bidding, or to do any act or omit to do any act, the result of which would restrain free competition among Proposers.
- Pursuant to 70 ILCS 210/25.3, neither Proposer nor its agents, officers or employees, has made any offer to, nor been solicited by, any member of the Board, officer or employee of the Authority, either directly or indirectly, regarding any money or other thing of value as a gift or bribe or means of influencing his or her vote or action in his or her official character.
- Proposer, its affiliated entities and affiliated persons of Proposer's organization have not made any contributions to any political committees established to promote the candidacy of any declared candidate for the office of Mayor of Chicago or Governor of Illinois in violation of the restrictions in 70 ILCS 210/25.5(a).
- Neither Proposer, nor its agents, officers or employees, is barred from contracting with any unit of state or local government as a result of being convicted of bid-rigging as defined in Section 33E-3 of the Illinois Criminal Code of 1961 (720 ILCS 5/33E-3), or of bid-rotating as defined in Section 33E-4 (720 ILCS 5/33E-4), or of any similar offenses of any state or the United States that contain the same elements as the offenses of bid-rigging or bid-rotating.
- Proposer will, pursuant to 720 ILCS 5/33E-6, report to the Illinois Attorney General and Cook County State's Attorney any prohibited communication that would constitute interference with contract submission and award by a public official.
- Pursuant to 775 ILCS 5/2 105, Proposer complies with the Illinois Department of Human Rights Act and rules applicable to public contracts, including equal employment opportunity, refraining from unlawful discrimination, and having written sexual harassment policies.
- Proposer will, pursuant to the Drug Free Workplace Act (30 ILCS 580), provide a drug free workplace. Proposer certifies that it will not engage in the unlawful manufacture, distribution, dispensation, possession or use of a controlled substance in the performance of the contract. This requirement applies to contracts of \$5,000 or more with individuals, and to entities with twenty-five (25) or more employees.
- Proposer and its employees and subcontractors shall comply with applicable provisions of the U.S. Civil Rights Act, Section 504 of the Federal Rehabilitation Act, and the rules applicable to each as well as the Americans with Disabilities Act (42 U.S.C. 12101 et seq.) and the regulations thereunder (28 CFR 35.130).

- [] Neither Proposer, nor any of its affiliates, subsidiaries, officers, directors, managerial employees, or any individual who, directly or indirectly, holds a pecuniary interest in the Proposer's organization has been convicted of a criminal offense incident to the application for or performance of a contract or subcontract with a governmental entity in the State of Illinois, or has been convicted of a criminal offense, or held liable in a civil proceeding, that negatively reflects on the entity's or individual's business integrity, based on a finding of embezzlement, theft, forgery, bribery, falsification, or destruction of records, receiving stolen property, or violation of state or federal antitrust statutes or similar laws.

- [] Proposer is not in arrears to the State of Illinois for any debts whatsoever (including but not limited to back taxes). Further, the undersigned certifies that the Proposer has not defaulted on any other project with the State of Illinois, US Federal Government, or any governmental entity of Cook County or the City of Chicago.

- [] Proposer is in compliance with the Illinois Lobbyist Registration Act (25 ILCS 170/8) and acknowledges specifically, that contingent fees are prohibited. No person shall retain or employ another to lobby with respect to any legislative, executive, or administrative action for compensation contingent in whole or in part upon the outcome of the action and no person shall accept any such employment or render any such service for compensation contingent upon the outcome of the legislative, executive, or administrative action.

REQUIRED FORM E – DISCLOSURE OF LOBBYISTS

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

The Board of the Metropolitan Pier and Exposition Authority ("MPEA") has determined that all bids, proposals and contracts requiring Board approval must be accompanied by a statement disclosing information about Lobbyists, as that term is defined in Section A below. Lobbyists retained in connection with the award of the contract are agents of the Proposer and are therefore subject to the same rules as the Proposer, including but not limited to the prohibition of conflicts of interest and the prohibition of direct contact with any official, employee or agent of the MPEA regarding outstanding procurement projects, except as provided herein. During an active procurement no MPEA employees, officials, MPEA Board members, or MPEA Agents may be contacted regarding the procurement. Questions for clarification regarding an outstanding procurement may be submitted in writing to the Director of Procurement. Questions regarding the Proposer's Minority and Women's Business Enterprise participation may be submitted in writing to the MPEA's Business and Workforce Diversity Department.

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. "Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) of whose duty, or any part of whose duty, as an employee of another includes undertaking to influence any legislative or administrative action. Subconsultants or sub-contractors hired by the Proposer who do not fit this definition are not considered Lobbyists.
2. In particular, the Proposer must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid.
3. If the Proposer is uncertain whether a disclosure is required, the Proposer must either ask the MPEA whether disclosure is required or make the disclosure. The Proposer is not required to disclose employees who are paid solely through the Proposer's regular payroll or sub-contractors that will be assisting in performance of the work without providing services related to the **457 AND 401(A) PLAN ADMINISTRATOR**.
4. MPEA prohibits the participation of Lobbyists when the payment to the Lobbyist is contingent on the award to the party of a contract, namely through contingency fee agreements.

B. CERTIFICATION

Each and every Lobbyist or other person retained or anticipated to be retained directly by the Proposer is listed below (begin list here, add sheets as necessary). Indicate by check below if any such person is retained for or in connection with lobbying for the award of the contract that is the subject of this RFP.

Name	Business Address	Fees (indicated whether paid or estimated)	Check if retained directly for award of this contract
_____	_____	_____	[]
_____	_____	_____	[]
_____	_____	_____	[]
_____	_____	_____	[]

Check here if no such person has been retained directly by the Proposer or is anticipated to be retained directly by the Proposer.

REQUIRED FORM F – PROPOSED PRICING AND FEE SCHEDULE

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

Required Form F must be submitted as a separate PDF file with the electronic submission and in a separate envelope with the hardcopy submission.

It is the Authority's intent to engage a Plan Administrator on a flat monthly fee basis or flat monthly fee per participant.

Provide in the space below the total monthly fee for providing all Services as outlined in this RFP

\$_____ per month or

\$_____ per participant per month

List any and all other fees or expenses not included in the proposed monthly fee quoted above.

REQUIRED FORM G – NOTIFICATION OF EXCEPTIONS

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

The Proposer understands and agrees that Exhibit 2 Form of Agreement will govern the relationship with the MPEA and the Successful Proposer.

PLEASE CHECK ONLY ONE:

- PROPOSER ACKNOWLEDGES THAT THERE ARE **NO EXCEPTIONS OR ADDITIONS** TO EXHIBIT 2, FORM OF AGREEMENT, OR ANY OTHER REQUIREMENTS STATED IN THIS RFP #2017-08-M. PROPOSER ACCEPTS THE TERMS AND REQUIREMENTS OF THIS RFP AND THE FORM OF AGREEMENT AND AGREES TO SIGN THE AGREEMENT IN SUBSTANTIALLY THE FORM OF EXHIBIT 2 IF IT RECEIVES THE CONTRACT AWARD. ADDITIONALLY, PROPOSER UNDERSTANDS THAT CHANGES OR ADDITIONS WILL NOT BE CONSIDERED AFTER PROPOSAL SUBMISSION.
- PROPOSER ACKNOWLEDGES THAT **THERE ARE EXCEPTIONS OR ADDITIONS** TO EXHIBIT 2, FORM OF AGREEMENT, INCLUDING CONFLICTS OF INTEREST, OR ANY OTHER REQUIREMENTS STATED IN THIS RFP #2017-08-M. PROPOSER HAS ATTACHED A DETAILED MARK-UP OF ALL EXCEPTIONS AND/OR ADDITIONS, A DETAILED EXPLANATION OF SAID EXCEPTIONS WITH ALTERNATIVE LANGUAGE AND PLACEMENT IN THE EXCEPTED AGREEMENT TERMS TO THIS REQUIRED FORM G, NOTIFICATION OF EXCEPTIONS. ADDITIONALLY, PROPOSER UNDERSTANDS THAT ADDITIONAL CHANGES OR ADDITIONS WILL NOT BE CONSIDERED AFTER PROPOSAL SUBMISSION.

REQUIRED FORM H – INSURANCE REQUIREMENTS

NAME OF PROJECT: 457 AND 401(A) PLAN ADMINISTRATOR

PROJECT NUMBER: 2017-08-M

PROPOSER: _____

[] **PROPOSER ACKNOWLEDGES THAT IT HAS PROVIDED EVIDENCE OF THE ABILITY TO PROVIDE INSURANCE COVERAGE (i.e., CERTIFICATE OF INSURANCE), AS SPECIFIED BELOW. PROPOSER FURTHER ACKNOWLEDGES AND AGREES THAT THE SPECIFICATIONS SET FORTH BELOW SHALL BE INCORPORATED INTO THE AGREEMENT FOR THE SERVICES.**

1. The Proposer must procure and maintain, at its own expense, until final completion of the Services covered by the Agreement and during the time period following final completion if required to return and perform additional Services, for any reason whatsoever, the types of insurance specified below by the Authority. The Proposer must provide the Authority with certificates evidencing such coverage prior to receiving the Agreement:

a. **Commercial General Liability**

<u>Coverage</u>	<u>Limit</u>
General Aggregate	\$2,000,000.00
Products Liability/Completed Ops. Aggregate	\$1,000,000.00
Each Occurrence	\$1,000,000.00
Personal & Advertising Injury	\$1,000,000.00

b. **Workers' Compensation and Employer's Liability**

<u>Coverage</u>	<u>Limit</u>
Workers' Compensation	Statutory
Employer's Liability	
Each Accident	\$1,000,000.00
Disease – each employee	\$1,000,000.00
Disease – Policy Limit	\$1,000,000.00

Workers' Compensation/ Employer's Liability policies shall be endorsed to waive the insurer's right of subrogation against the Authority.

c. **Automobile Liability (If Applicable)**

<u>Coverage</u>	<u>Limit</u>
Bodily Injury and Property Damage Combined Single Limit ea.acc.	\$1,000,000.00
Uninsured Motorist	\$1,000,000.00
Underinsured Motorist (when not included in Uninsured Motorist)	\$1,000,000.00

This Policy must provide coverage for all owned, non-owned, and hired automobiles.

d. Umbrella Coverage	
Per occurrence and Aggregate	\$1,000,000.00

Coverage must be in excess of Commercial General Liability, Auto Liability and Employer's Liability. It must be no more restrictive than the primary coverage listed.

e. **Professional Liability/Errors & Omissions**

Per claim and Aggregate

\$2,000,000.00

2. All insurance companies providing coverage must be rated A-VII or better by the A. M. Best Company.
3. Proposer's assumption of liability is independent from, and not limited in any manner by, the Proposer's insurance coverage obtained pursuant to this Agreement, or otherwise. All amounts owed by Proposer to the Authority as a result of the liability provisions of the Agreement shall be paid on demand.
4. Proposer insurance shall be primary and non-contributory with any insurance or self-insurance programs maintained by the Authority.
5. All coverage, with the exception of professional liability policy, must contain a Waiver of Subrogation in favor of the MPEA.
6. All policies, including professional liability policies but with the exception of the workers' compensation and employer's liability, shall be primary and non-contributory with any other insurance or self-insurance maintained by the Authority.
7. The Metropolitan Pier and Exposition Authority, its facilities, agents, officers, board members and employees are named as an additional insured by endorsement on the commercial general liability, auto liability and umbrella liability policies.
8. Subcontractors performing services for the Proposer shall maintain coverage and limits equal to or greater than these requirements unless the Proposer and the Authority mutually agree to modify these requirements for subcontractors based on subcontractor's scope of work. Proposer agrees that it will contractually obligate its subcontractors to promptly advise Proposer of any changes or lapses of the requisite insurance coverage and Proposer agrees to notify the Authority of any such notices. Proposer agrees that it will contractually obligate its subcontractors to indemnify and hold harmless the Authority to the same extent that Proposer is required to do so as provided in this Agreement. Proposer assumes all responsibility for monitoring subcontractor's contracts and insurance certificates for compliance with the insurance and other provisions of this Agreement until final completion of services. As an alternative, Proposer may include its subcontractors as additional insured on its own coverage. In the event that the subcontractors are included as additional insured, Proposer agrees to provide Workers' Compensation for subcontractors and their employees.

If at time of proposal submission, Proposer is requesting that the Authority waive the limit requirement for subcontractor(s) performing services, Proposer must identify the name of the subcontractor, the nature of the services provided by the subcontractor, the type of coverage to be waived, and the proposed limit.

9. Upon receipt of notice from its insurer, the Proposer will provide the Authority at least thirty (30) days' prior written notice of cancellation or non-renewal and ten (10) days' written notice due to non-payment of premium).

EXHIBIT 1 – TIMELINE

The anticipated timeline for the RFP process is set forth below. These are target dates and are subject to change.

Request for Proposals (RFP) issued	May 17, 2017
Questions due	May 24, 2017
Answers to questions issued	May 31, 2017
Proposal Due Date	June 16, 2017
Board Approval and notification of selection	September or October 2017

EXHIBIT 2 – FORM OF AGREEMENT

[See separate Word file, Respondent must redline Word file if there any exceptions per Form G]

EXHIBIT 3 PLAN PARTICIPATION AND ASSETS

The following information is provided to give Proposers respective insight into the current activity of our 457 and 401(a) Plans. Actual numbers in the future may vary.

Plan Participation as of March 31, 2017

	457 Plan*	401(a) Plan
Active Contributing Participants	120	39
Non-Contributing Participants	205	20
Total Participants	325	59
Total Eligible Participants	310	39

- * 120 active participants are making contributions and 205 participants have balances in the Plans but no longer make contributions.
- * Temporary employees hired to work on shows are eligible to participate but rarely choose to do so.

Assets in the Plans as of 3/31/17 *	
401(a)	\$1,113,833
457	\$24,251,374
Total	\$25,365,207

- * 34 Plan participants have 48 loans outstanding totaling \$705,000
- * Average monthly contributions to the Plans total about \$100,000.

EXHIBIT 4. PLAN INVESTMENT OPTIONS

Below are the investment options presently available in the 457 and 401(a) Plans:

REREX - AMERICAN FUNDS EUROPACIFIC GROWTH FUND, CLASS R4

TR-OTC - T. ROWE PRICE SMALL-CAP STOCK

CA-APP - ARIEL APPRECIATION FUND

TR-EIF - T. ROWE PRICE EQUITY INCOME FUND

VWENX - VANGUARD WELLINGTON ADM

PRHYX - T. ROWE PRICE HIGH-YIELD

GOVGTD - GREAT-WEST GUARANTEED GOVERNMENT FUND

APHIX - ARTISAN INTERNATIONAL INSTL

VSMAX - VANGUARD SMALL CAP INDEX ADM

HACAX - HARBOR CAPITAL APPRECIATION INSTL

VFJAX - VANGUARD 500 INDEX ADMIRAL

NERYX - LOOMIS SAYLES CORE PLUS BOND Y

VSIGX - VANGUARD Intermediate-Term Government Bond Index Fund Admiral
Shares