

REQUEST FOR PROPOSALS

For

Retirement Plan Advisor

issued by

COMMUNITY BEHAVIORAL HEALTH

Date of Issue:
December 12, 2016

Applications must be received no later than
2:00 PM on January 6, 2017

(Please note different submission time compared to previously issued CBH RFPs)

All questions related to this RFP should be submitted via e-mail

to: Hans Leach at hans.leach@phila.gov

**EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER – WOMEN,
MINORITY INDIVIDUALS AND PEOPLE WITH DISABILITIES ARE
ENCOURAGED TO RESPOND**

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I. Project Overview

A. Introduction/Statement of Purpose

Community Behavioral Health (CBH) is issuing this Request for Proposals (RFP) to partner with an independent investment advisor who specializes in 403(b) retirement plan consulting and investment advice. It is the intent of this RFP to solicit proposals from all interested firms possessing this expertise, within the guidelines established in this RFP. The CBH Human Resources department will be managing the contract.

B. Organizational Overview

The City of Philadelphia contracts with the Commonwealth of Pennsylvania Department of Human Services for the provision of behavioral health services to Philadelphia's Medicaid recipients under Pennsylvania's HealthChoices behavioral health mandatory managed care program. Services are funded on a capitated basis through this contractual agreement. The City of Philadelphia, through the Department of Behavioral Health and Intellectual disAbility Services (DBHIDS), contracts with Community Behavioral Health to administer the HealthChoices program.

CBH was established as a non-profit organization by the City in 1997 to administer behavioral health care services for the City's approximately 550,000 Medicaid recipients. As a result, CBH manages a full continuum of medically necessary and clinically appropriate behavioral health services. CBH employs more than 390 people and has an annual budget of approximately \$800 million.

DBHIDS has been actively transforming Philadelphia's behavioral health system for the last ten years. The department's system transformation is rooted in approaches that promote recovery, resilience and self-determination and build on the strengths and resilience of individuals, family members and other allies in communities that take ownership for their sustained health, wellness, and recovery from behavioral health challenges. As a next wave of its transformative efforts, DBHIDS is now putting emphasis on quality community-level health outcomes using a population health approach. A population health approach seeks to promote health and wellness in all, not just to diagnose and address challenges for some. DBHIDS's population health approach builds upon many years of focus on community health; thus, the approach is consistent with a public health framework. The essence of DBHIDS' population health approach is based on the following principles: attend to the whole population, not just to those seeking services; promote health, wellness and self-determination; provide early intervention and prevention; address the social determinants of health; and empower individuals and communities to keep themselves healthy.

C. Project Background

The purpose of this RFP is to solicit proposals from organizations that specialize in 403(b) retirement plan consulting, investment advice and co-fiduciary services. Expertise in conducting these services for non-profit organizations with a similar staff size and make-up as CBH is required. All additional expertise requirements are specified in the scope of work section of this document (Section II. B.: Services to be Provided/Required Tasks of this RFP) as well as in Appendix E.

D. Request for Proposals

CBH anticipates selecting one firm to provide all of the services specified in this RFP.

E. General Disclaimer

This RFP does not commit CBH to award a contract. This RFP and the process it describes are proprietary and are for the sole and exclusive benefit of CBH. No other party, including any Applicant, is intended to be granted any rights hereunder. Any response, including written documents and verbal communication, by any Applicant to this RFP, shall become the property of CBH and may be subject to public disclosure by CBH.

II. Scope of Work

A. Project Details

The overall objective of this RFP is to identify an independent investment advisor who specializes in 403(b) retirement plan consulting, investment advice and co-fiduciary services for non-profit organizations similar to CBH.

B. Services to be Provided

More specifically, CBH is seeking an investment advisor to provide the following services. Appendix E covers more details of these services.

- Investment Services
 - 3(21) and 3(38) fiduciary protection
 - Investment Policy Statement development
 - Investment due diligence and investment structure evaluation
 - Implement best practices for investment committee structuring
- Participant Services
 - Develop employee education/communication program
 - Implement financial wellness program
 - Education policy statement development
- Provider and Vendor Services
 - Recordkeeper evaluation and benchmark
 - RFP process management
 - Negotiation guidance with providers, including incumbent
- Fiduciary Status and Compliance Services
 - Investment committee fiduciary training
 - ERISA attorney review of fiduciary governance documents
 - 404(a) & 404(c) review, 404(c)(5) and 404(b)(2) compliance review
- Fee and Expense Analysis
 - Expense payment policy statement
 - Fee equalization strategies
 - ERISA budget review
 - Fee benchmarking against industry averages of similar agencies

C. Monitoring

The CBH Human Resources department will be managing the contract. An individual from that unit will be identified as the point person for the work to be conducted under the contract that is developed through this RFP and will monitor those activities for the duration of the contract. Additionally, CBH's Investment Committee will approve and oversee any changes to CBH's investment portfolio.

D. Reporting Requirements

Written progress reports will be required on a mutually agreed upon periodic basis to document the progress of the work to be performed, but will be no less frequent than quarterly. In addition, CBH may request additional reports over the course of the contract.

E. Compensation/Reimbursement

A cost proposal must be provided based upon your best understanding of the scope of the project and the services to be delivered. This should be presented as the total cost, itemized by each service if applicable (i.e. expected services detailed in Section II. B.). While CBH may award a contract based on the initial offer, an Applicant should make its initial offer on the most favorable terms available. CBH reserves the right, however, to have discussions with those potential investment advisors falling within a competitive range, and to request revised pricing offers from them and to make an award or conduct negotiations thereafter. (SEE SECTION III.A.2.f. Cost Proposal/Fees and Expenses).

F. Organization and Personnel Requirements

CBH is seeking a firm with the requisite skills and abilities to perform the work being sought through this RFP. The selected firm must have at least three (3) years of experience providing retirement plan advisement or related work. Applicants should include any credentials from any certifying organization that attest to the capabilities of the organization or of any of the individuals employed by the organization that will be working on the proposed project.

Special consideration will be given for the following:

- Businesses owned and controlled by minorities, women, and persons with disabilities.
- Philadelphia-based Applicants.

G. Technology Capabilities

Applicants must have the technology capabilities required to perform the proposed activities in this RFP.

III. Proposal Format, Content, and Submission Requirements; Selection Process

A. Required Proposal Format

1. Format Structure

1.a. Proposal Cover Sheet

The cover sheet (see Appendix A) should be completed with the Applicant's information and included as the first page of the proposal.

1.b. Table of Contents

A table of contents should be included as the second page of the proposal with each section of the proposal included and with a page number for the first page of each section.

1.c. Format Requirements

Proposals must be prepared simply and economically, providing a straightforward, concise description of the Applicant's ability to meet the requirements of the RFP. Each proposal must provide all the information detailed in this RFP using the format described below. The narrative portion of the proposal must be presented in print size of 12, using a Times New Roman font, single spaced on 8.5" by 11" sheets of paper with minimum margins of 1". For each section where it is required, the Applicant must fully answer all of the listed questions in the outline form in which they are presented in the RFP. Answers to each question must be numbered/lettered and correspond to the numbered/lettered questions in this RFP. Failure to number and letter the questions or to respond to all questions may result in the proposal's being considered non-responsive. Each attachment, appendix or addendum must reference the corresponding section or subsection number.

Applicants are required to limit their narrative responses to five (5) single-spaced pages. This page limit includes sections 2.a. – 2.e. below. There are no limitations for the cost proposal and organizational requirements, sections 2.f and 2.g, or the Questionnaire found in Appendix E. If you have responded to a requirement in another part of your proposal, make reference to that section and do not repeat your response. Applicants whose narrative exceeds five (5) single spaced pages may have their proposals considered non-responsive and be disqualified.

2. Proposal Content

The proposal should follow the format below. Information should be complete and demonstrate that the consultant can perform the required work in a professional manner.

2.a. Applicant Profile/Statement of Qualification/Relevant Experience

Provide company contact information, including how long you have been in business, and the specific services you provide. Please provide a brief narrative description of the purpose, corporate status (profit or non-profit), and organizational structure of the company. Organizational charts may be used to support appropriate aspects of this narrative and included as an attachment to your proposal. Identify and briefly describe related work completed in the last three years. Describe only work related to the proposed effort and include any examples of similar work in governmental, non-profit or human services-related organizations. Include evidence of satisfactory and timely completion of similar work performed for past projects.

2.b. Project Understanding and Proposed Scope of Work

CBH is seeking a firm with the experience and expertise to perform the work being sought through this RFP. The selected firm must have vast experience in consulting on 403(b) plans. Please note that answers to all questions should pertain to the specific advisor(s) that CBH would work with at the firm. Please do not answer questions with aggregated broker dealer, national affiliation or your parent company data/information. We are specifically looking at the

individual advisor and all details should be specific to his or her business and expertise in the retirement plan industry and consulting with 403(b) plans. Additionally, please complete the attached questionnaire (Appendix E) as specifically as possible as it relates to your individual book of business and expertise, and not that of any larger firm or affiliation

1. Briefly describe your business (history, size, ownership and services offered)
2. What percentage of revenue is from retirement plan investment advisory services?
3. What are your plan assets under advisement (please include statistics specific to your book of business, not your broker/dealer, parent company or firm. Also, please do not include IRA or individual wealth management assets)?
4. Total number of clients and total number of local non-profit 403(b) clients
5. How many clients do you service in a 3(21) and 3(38) Fiduciary capacity?
6. Number of client plans added and lost over the past 24 months.
7. List the top 3 providers that your book of business is with. What percentage of your total plans are with your top provider?
8. Total number of employees on your team that come in contact with clients on a quarterly basis? Of those, how many are Investment Advisory Representatives, CFAs and ERISA attorneys?
9. Describe your experience helping clients through complex processes such as DOL/IRS audits, voluntary compliance actions, partial plan terminations and corrective distributions

Additionally, please complete the attached questionnaire (Appendix E) as specifically as possible to your envisioned interaction with CBH.

Special consideration will be given for the following:

- Businesses owned and controlled by minorities, women, and persons with disabilities.
- Philadelphia-based Applicants.

2.c. Client Service and Personnel

1. Identify the personnel who will deal directly with our organization on an ongoing basis. Indicate experience in consulting with non-profit organizations and 403(b) plans and provide a resume or job experience summary of each person.
2. Describe the internal structure of your investment research department
3. Describe the internal structure of your RFP and benchmarking department
4. What is the average size plan that you manage and what is your service level ratio for a plan our size?
5. What are your defined contribution retirement plan client retention statistics over the last three years?
6. What differentiates your team from other investment/retirement consulting firms?
7. What plan design change initiatives have you led with your clients in the past 24 months?

2.d. References

1. Provide a current list of representative clients. List a minimum of ten non-profit 403(b) plans that you manage

Please list four client references of your team (not your parent company, firm or broker dealer) similar to our organization in terms of size

2.e. Project Plan and Timeline

Provide a service plan and timeline for implementing the services being sought in this RFP.

2.f. Cost Proposal/Fees and Expenses

Please provide a cost proposal based upon your best understanding of the scope of services to be delivered. This cost proposal should include the total estimated cost for this project, itemized by the expected project deliverables detailed in section II. B if applicable. This cost proposal should also include answers to the following questions:

1. How is your firm compensated for services? Commission or fee? Please provide a proposal for each option.
2. Walk us through a scenario where you removed your fee from within the expense ratios of an investment lineup and restructured the cost of the plan. What was the result?
3. What percentage of your book's revenue is derived from commission relationships versus advisory/fee relationships?
4. Are you willing to guarantee your fees for a specific period of time? Do you provide written agreement or a letter of engagement detailing services provided to our plan?

Final rates will be determined in negotiations with the qualified Applicant after the proposal submissions have been reviewed and contract negotiations have begun. Although CBH may begin contract negotiations based on the submitted proposal, CBH reserves the right to have discussions with those Applicant(s) falling within a competitive range and to request revised pricing offers from them and to make an award or conduct negotiations thereafter.

2.g. Operational Documentation and Requirements

In this section, please include the following information, either within the section itself or by reference to an attachment to your proposal:

- Tax Identification Number
- Letter attesting that all required federal, state and local taxes (including payroll taxes) for the past twelve (12) months have been paid
- In the case of for-profit organizations, group or individual practices, disclosure of any person or entity holding any shared ownership or controlling interest of 5% or more.
- M/W/DSBE Status – For-profit Applicants

3. Terms of Contract

For the contract entered into by CBH as a result of this RFP, negotiations will be undertaken only with a successful Applicant whose application, including all appropriate documentation, shows it to be qualified, responsible, and capable of performing the work required in the RFP.

The selected Applicant shall maintain full responsibility for maintenance of such insurances as may be required by law of employers, including but not limited to Worker's Compensation, General Liability, Unemployment Compensation and Employer's Liability Insurance, and Professional Liability and Automobile Insurance.

The Applicant, as a potential Consultant, is required, per Chapter 17-1404 (1) of the Philadelphia Code, to disclose certain campaign contributions (defined as a provision of money, in-kind assistance, discounts, forbearance, or any other valuable thing) made during the last two years to any of the following:

- a. A candidate for nomination or election to any public office in the Commonwealth of Pennsylvania;
- b. An incumbent in any public office in the Commonwealth of Pennsylvania;
- c. A political committee or state party in the Commonwealth of Pennsylvania; or
- d. A group, committee, or association organized in support of any candidate, office holder, political committee, or state party in the Commonwealth of Pennsylvania.

Further, if the Applicant is an individual and makes campaign contributions totaling over \$2,500 in one calendar year to a candidate for City office or to an incumbent, the individual is not eligible to be a Contractor for over \$10,000 during that candidate or incumbent's term in office.

Similarly, if the Applicant is a business (i.e. corporation, limited liability company, partnership association, joint venture, or any other legal entity) and makes campaign contributions totaling over \$10,000 in one calendar year to a candidate for City office or to an incumbent, the business is not eligible to be a Contractor for over \$25,000 during that candidate or incumbent's term in office.

Please refer to the Philadelphia Code, Chapter 17-1404 for a more detailed list of disclosure requirements that might preclude your firm from consideration for an award of this RFP.

B. Minority/Women/People with Disabilities Owned Business Enterprises

CBH is a City-related agency and as such its contracted providers/vendors/consultants must cooperate with the intent of the local municipality regarding minority/women/disabled-owned business enterprises. It is the expectation of CBH that the selected Applicants will employ a "Best and Good Faith Efforts" approach to include certified minority, women and disabled businesses (M/W/DSBE) in the services provided through this RFP where applicable and meet the intent of M/W/DSBE legislation.

The purpose of M/W/DSBE state legislation is to provide equal opportunity for all businesses and to assure that CBH funds are not used, directly or indirectly, to promote, reinforce or perpetuate discriminatory practices. CBH is committed to fostering an environment in which all businesses are free to participate in business opportunities without the impediments of discrimination and participate in all CBH contracts on an equitable basis.

- For-profit Applicants should indicate if their organization is a Minority (MBE), Woman (WBE), and/or Disabled (DSBE) Owned Business Enterprise and certified as such by an approved certifying agency and/or identified in the OEO Certification Registry. If the

Applicant is M/W/DSBE certified by an approved certifying agency, a copy of certifications should be included with the proposal. Any certifications should be submitted as hard copy attachments to the original application and copies that are submitted to CBH.

- Not-for-profit Applicants cannot be formally M/W/DSBE certified. CBH does utilize adapted state definitions to determine the M/W/DSBE status. Criteria are applied to not-for-profit entities to determine M/W/DSBE status in the CBH provider network, as follows (all criteria must be satisfied)
 - At least 51% of the board of directors must be qualified minority individuals and/or women and/or people with disabilities.
 - A woman or minority individual or person with a disability must hold the highest position in the company.
 - Minority groups eligible for certification include African Americans, Hispanic Americans, Native Americans, and Asian Americans.
 - Citizenship and legitimate minority group membership must be established through birth certificates, military records, passports, or tribal cards.
- Not-for-profit organizations may have sub-contracting relationships with certified M/W/DSBE for-profit organizations. Not-for-profits should include a listing of their M/W/DSBE certified sub-contractors, along with their certification information.
- For additional information regarding the Commonwealth of Pennsylvania's M/W/DSBE certification process, go to the following website:
www.dgs.state.pa.us/portal/server.pt/community/bureau_of_minority_and_women_business_opportunities/1358

C. City of Philadelphia Tax and Regulatory Status and Clearance Statement

As CBH is considered a quasi-governmental, City-related agency, prospective Applicants must meet certain City of Philadelphia requirements. It is the policy of the City of Philadelphia to ensure that each contractor and subcontractor has all required licenses and permits and is current with respect to the payment of City taxes or other indebtedness owed to the City (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), and is not in violation of other regulatory provisions contained in The Philadelphia Code. To assist the City, through its Department of Revenue and Department of Licenses and Inspections, in determining this status, each Applicant is required to complete and return with its proposal, a City of Philadelphia Tax Status and Clearance Statement Form (see Appendix B).

If the Applicant is not in compliance with the City's tax and regulatory codes, an opportunity will be provided to enter into satisfactory arrangements with the City. If satisfactory arrangements cannot be made within a week of being notified of their non-compliance, Applicants will not be eligible for award of the contract contemplated by this RFP.

All selected Applicants will also be required to assist the City in obtaining the above information from its proposed subcontractors (if any). If a proposed subcontractor is not in compliance with City Codes and fails to enter into satisfactory arrangements with the City, the non-compliant subcontractor will be ineligible to participate in the contract contemplated by this RFP and the

selected Applicant may find it necessary to replace the non-compliant subcontractor with a compliant subcontractor. Applicants are advised to take these City policies into consideration when entering into their contractual relationships with proposed subcontractors.

Applicants need not have a City of Philadelphia Business Privilege Tax Account Number and Business Privilege License Number to respond to this RFP, but will, in most circumstances, be required to obtain one or both if selected for award of the contract contemplated by the RFP. Proposals for a Business Privilege Tax Account Number or a Business Privilege License may be made on line by visiting the City of Philadelphia Business Service site- <http://business.phila.gov/Pages/Home.aspx> and clicking on “Register Your Business.” If you have specific questions, call the Department of Revenue at 215-686-6600 for questions related to City of Philadelphia Business Privilege Tax Account Number or the Department of Licenses and Inspections at 215-686-2490 for questions related to the Business Privilege License.

D. City of Philadelphia Disclosure Forms

Applicants and subcontractors are required to complete the City of Philadelphia Disclosure Forms (see Appendix C and separate website Attachment) to report campaign contributions to local and state political candidates and incumbents; any consultants used in responding to the RFP and contributions those consultants have made; prospective subcontractors; and whether Applicant or any representative of Applicant has received any requests for money or other items of value or advice on particular firms to satisfy minority-, woman- or disabled-owned business participation goals. These forms must be completed and returned with the proposal. The forms are attached as a separate PDF on the website posting.

For specifics regarding the eligibility of an individual or a business who has made a campaign contribution to be awarded a contract, please refer to Section III. A. 3 of this RFP.

E. CBH Disclosure of Litigation Form

The Applicant shall describe any pending, threatened, or contemplated administrative or judicial proceedings that are material to the Applicant’s business or finances including, but not limited to, any litigation, consent orders or agreements between any local, state, or federal regulatory agency and the Applicant or any subcontractor the Applicant intends to use to perform any of the services described in this RFP. Failure to disclose any of the proceedings described above may be grounds for disqualification of the Applicant’s submission. Complete and submit with your proposal the CBH Disclosure of Litigation Form (see Appendix D).

F. Selection Process

An application review committee will review all responses to this RFP. Based on the criteria detailed below, the committee will make recommendations concerning the submissions that are best able to meet the goals of the RFP.

Submissions will be reviewed based upon the merits of the written response to the RFP.

Specific scoring criteria upon which the review will be based include:

1. Threshold Requirements

Threshold requirements provide a baseline for all proposals, which means they provide basic information that all Applicants must meet. Failure to meet all of these requirements may disqualify an Applicant from consideration through this RFP. Threshold requirements include timely submission of a complete application with all sections outlined in Section III. A. completed. Threshold requirements include having the requisite experience and qualifications to implement the program, and being a vendor in good standing with the City and CBH.

Threshold requirements also include consideration of the Applicant's financial status, including any potential delinquencies to the City and CBH. Proposals may be rejected, if, in CBH's judgment, the Applicant has failed to provide all information required by this RFP; has been delinquent or unfaithful in the performance of any contract with CBH or others; is delinquent, and has not made arrangements satisfactory to CBH with respect to the payment of City taxes or taxes collected by the City, or other indebtedness owed to the City or other taxing authorities; is not in compliance with regulatory codes applicable to Applicant; is financially or technically incapable; or is otherwise not a responsible Applicant.

CBH reserves the right to conduct investigations with respect to financial, technical and other qualifications, and references without notice to the Applicant.

Applicants that do not meet all of the threshold requirements may have their proposals disqualified. For Applicants meeting the threshold requirements, the scoring criteria for this RFP upon which the review will be based are as follows:

- Demonstrated qualifications and relevant experience **(25 pts.)**
- Demonstrated understanding of the project as indicated by a description of each item in the scope of work section **(25 pts.)**
- Appropriateness of project approach and effectiveness of proposed project plan and timetable **(25 pts.)**
- As stated in the cost proposal section, likelihood that the proposal will provide the best value compared to other submitted proposals **(15 pts.)**
- Appropriateness of staffing to complete the project **(10 pts.)**

Special consideration will be given for the following:

- Businesses owned and controlled by minorities, women, and disabled persons
- Philadelphia based Applicants

IV. Proposal Administration

A. Procurement Schedule

The anticipated procurement schedule is as follows:

| RFP Event | Deadline Date |
|---|-------------------|
| RFP Issued | December 12, 2016 |
| Deadline to Submit Questions | December 21, 2016 |
| Answers to Questions on Website | December 23, 2016 |
| Application Submission Deadline | January 6, 2017 |
| Applicants Identified for Contract Negotiations | January 20, 2017 |

CBH reserves the right to modify the schedule as circumstances warrant.

This RFP is issued on December 12, 2016. In order to be considered for selection, all applications must be delivered to the address below no later than 2:00 PM on January 6, 2017.

Community Behavioral Health
801 Market Street
7th Floor
Philadelphia, PA 19107

ATTN: Hans Leach

- Application packages should be marked “Retirement Plan Advisor RFP”. Applications submitted by any means other than mailing, courier, or hand delivery will not be accepted.
- Applicants must submit an electronic version of the application prepared as a PDF document placed onto a compact disc or flash drive with one clearly marked signed original application and five (5) copies of the application.
- Applications submitted after the deadline date and time will be returned unopened.
- The individual Applicant or an official of the submitting agency, authorized to bind the agency to all provisions noted in the application, must sign the cover sheet of the application.

B. Questions Relating to the RFP

All questions concerning this RFP must be submitted in writing via email to Hans Leach at hans.leach@phila.gov by December 21, 2016. CBH will respond to questions it considers appropriate to the RFP and of interest to all Applicants, but reserves the right, in its discretion, not to respond to any question. Responses will be posted on the DBHIDS website by December 23, 2016. Responses posted on this website become part of the RFP upon posting. CBH reserves the right, in its discretion, to revise responses to questions after posting, by posting the modified response. No oral response to any Applicant question by any CBH employee or agent shall be binding on CBH or in any way considered to be a commitment by CBH. Contact with other CBH staff, or other related staff, regarding this RFP is not permitted and failure to comply

with this restriction could result in disqualification.

C. Interviews/Presentations

Applicants may be required to make an oral presentation concerning various aspects of their application to CBH. Such presentations provide an opportunity for Applicants to clarify their application to insure a thorough and mutual understanding. CBH will schedule such presentations on an as-needed basis.

D. Term of Contract

The initial contract resulting from this RFP will start within 90 days of receipt of the award letter and will apply until CBH deems the project completed. CBH reserves the right to set the rates for this service, budgets and rates notwithstanding. Continuation of funding is contingent upon the availability of funds, quality of service being provided and contract compliance. All contracts become binding on the date of signature by the Applicant's Chief Executive Officer and Community Behavioral Health's Chief Executive Officer. CBH reserves the right to re-issue all or part of the RFP if it is not able to establish acceptable providers for any or all services. CBH also reserves the right to amend contracts throughout the contract period, and to renegotiate the contract length as needed.

V. General Rules Governing RFPs/Applications; Reservation of Rights; Confidentiality and Public Disclosure

A. Revisions to RFP

CBH reserves the right to change, modify or revise the RFP at any time. Any revision to this RFP will be posted on the DBHIDS website with the original RFP. It is the Applicant's responsibility to check the website frequently to determine whether additional information has been released or requested.

B. City/CBH Employee Conflict Provision

City of Philadelphia or CBH employees and officials are prohibited from submitting an application in response to this RFP. No application will be considered in which a City or CBH employee or official has a direct or indirect interest. Any application may be rejected that, in CBH's sole judgment, violates these conditions.

C. Proposal Binding

By signing and submitting its proposal, each Applicant agrees that the contents of its proposal are available for establishment of final contractual obligations for a minimum of 180 calendar days from the proposal deadline for this RFP. An Applicant's refusal to enter into a contract which reflects the terms and conditions of this RFP or the Applicant's proposal may, in the CBH' sole discretion, result in rejection of Applicant's proposal.

D. Reservation of Rights

By submitting its response to this notice of Request for Proposals as posted on the DBHIDS website, the Applicant accepts and agrees to this Reservation of Rights. The term "Notice of

Request for Proposals,” as used herein, shall mean this RFP and include all information posted on the DBHIDS website in relation to this RFP.

1. Notice of Request For Proposals (RFP)

CBH reserves the right, and may, in its sole discretion, exercise any one or more of the following rights and options with respect to this notice of contract opportunity:

- (a) to reject any and all applications and to reissue this RFP at any time;
- (b) to issue a new RFP with terms and conditions substantially different from those set forth in this or a previous RFP;
- (c) to issue a new RFP with terms and conditions that are the same or similar as those set forth in this or a previous RFP in order to obtain additional applications or for any other reason CBH determines to be in their best interest;
- (d) to extend this RFP in order to allow for time to obtain additional applications prior to the RFP application deadline or for any other reason CBH determines to be in its best interest;
- (e) to supplement, amend, substitute or otherwise modify this RFP at any time prior to issuing a notice of intent to develop a provider agreement or consultant contract to one or more Applicants;
- (f) to cancel this RFP at any time prior to the execution of a final provider agreement or consultant contract whether or not a notice of intent to develop a provider agreement or consultant contract has been issued, with or without issuing, in CBH’s sole discretion, a new RFP for the same or similar services;
- (g) to do any of the foregoing without notice to Applicants or others, except such notice as CBH, in its sole discretion, elects to post on the DBHIDS website.

2. Proposal Selection and Contract Negotiation

CBH may, in its sole discretion, exercise any one or more of the following rights and options with respect to application selection:

- (a) to reject any application if CBH, in its sole discretion, determine the application is incomplete, deviates from or is not responsive to the requirements of this RFP, does not comply with applicable law, is conditioned in any way, or contains ambiguities, alterations or items of work not called for by this RFP, or if CBH determines it is otherwise in their best interest to reject the application;
- (b) to reject any application if, in CBH’s sole judgment, the Applicant has been delinquent or unfaithful in the performance of any contract with CBH or with others; is delinquent, and has not made arrangements satisfactory to CBH, with respect to the payment of City taxes or taxes collected by the City, or other indebtedness owed to the City; is not in compliance with regulatory codes applicable to Applicant; is financially or technically incapable; or is otherwise not a responsible Applicant;
- (c) to waive any defect or deficiency in any application, including, without limitation, those identified in subsections 1) and 2) preceding, if, in CBH’s sole judgment, the defect or deficiency is not material to the application;
- (d) to require, permit or reject, in CBH’s sole discretion, amendments (including, without limitation, information omitted), modifications, clarifying information, and/or corrections

- to their applications by some or all of the Applicants at any time following application submission and before the execution of a final provider agreement or consultant contract;
- (e) to issue a notice of intent to develop a provider agreement or consultant contract and/or execute a provider agreement and/or consultant contract for any or all of the items in any application, in whole or in part, as CBH, in its sole discretion, determine to be in CBH's best interest;
 - (f) to enter into negotiations with any one or more Applicants regarding price, scope of services, or any other term of their applications, and such other agreement or contractual terms as CBH may require, at any time prior to execution of a provider agreement or consultant contract, whether or not a notice of intent to develop a provider agreement or consultant contract has been issued to any Applicant and without reissuing this RFP;
 - (g) to enter into simultaneous, competitive negotiations with multiple Applicants or to negotiate with individual Applicants, either together or in sequence, and to permit or require, as a result of negotiations, the expansion or reduction of the scope of services or changes in any other terms of the submitted applications, without informing other Applicants of the changes or affording them the opportunity to revise their applications in light thereof, unless CBH, in its sole discretion, determine that doing so is in and CBH's best interest;
 - (h) to discontinue negotiations with any Applicant at any time prior to the execution of a provider agreement or consultant contract, whether or not a notice of intent to develop a provider agreement or consultant contract has been issued to the Applicant, and to enter into negotiations with any other Applicant, if CBH, in its sole discretion, determine it is in the best interest of CBH to do so;
 - (i) to rescind, at any time prior to the execution of a provider agreement or consultant contract, any notice of intent to develop a provider agreement or consultant contracted to an Applicant, and to issue or not issue a notice of intent to develop a provider agreement or consultant contract to the same or a different Applicant and enter into negotiations with that Applicant, if CBH, in its sole discretion, determine it is in the best interest of CBH to do so;
 - (j) to elect not to enter into any provider agreement or consultant contract with any Applicant, whether or not a notice of intent to develop a provider agreement or consultant contract has been issued and with or without the reissuing this RFP, if CBH determines that it is in CBH's best interest to do so;
 - (k) to require any one or more Applicants to make one or more presentations to CBH at CBH's offices or other location as determined by CBH, at the Applicant's sole cost and expense, addressing the Applicant's application and its ability to achieve the objectives of this RFP;
 - (l) to conduct on-site investigations of the facilities of any one or more Applicants (or the facilities where the Applicant performs its services);
 - (m) to inspect and otherwise investigate projects performed by the Applicant, whether or not referenced in the application, with or without consent of or notice to the Applicant;
 - (n) to conduct such investigations with respect to the financial, technical, and other qualifications of each Applicant as CBH, in its sole discretion, deem necessary or appropriate;
 - (o) to permit, at CBH's sole discretion, adjustments to any of the timelines associated with this RFP, including, but not limited to, extension of the period of internal review,

extension of the date of provider agreement or consultant contract award and/or provider agreement or consultant contract execution, and extensions of deadlines for implementation of the proposed project; and

- (p) to do any of the foregoing without notice to Applicants or others, except such notice as CBH, in its sole discretion, elects to post on the DBHIDS website.

3. Miscellaneous

- (a) Interpretation; Order of Precedence. In the event of conflict, inconsistency or variance between the terms of this Reservation of Rights and any term, condition or provision contained in any RFP, the terms of this Reservation of Rights shall govern.
- (b) Headings. The headings used in this Reservation of Rights do not in any way define, limit, describe or amplify the provisions of this Reservation of Rights or the scope or intent of the provisions, and are not part of this Reservation of Rights.

E. Confidentiality and Public Disclosure

The successful Applicant shall treat all information obtained from CBH that is not generally available to the public as confidential and/or proprietary to CBH. The successful Applicant shall exercise all reasonable precautions to prevent any information derived from such sources from being disclosed to any other person. The successful Applicant agrees to indemnify and hold harmless CBH, its officials and employees, from and against all liability, demands, claims, suits, losses, damages, causes of action, fines and judgments (including attorney's fees) resulting from any use or disclosure of such confidential and/or proprietary information by the successful Applicant or any person acquiring such information, directly or indirectly, from the successful Applicant.

By preparation of a response to this RFP, Applicants acknowledge and agree that CBH, as a quasi-public corporation, is subject to state and local public disclosure laws and, as such, is legally obligated to disclose to the public documents, including applications, to the extent required hereunder. Without limiting the foregoing sentence, CBH's legal obligations shall not be limited or expanded in any way by an Applicant's assertion of confidentiality and/or proprietary data.

F. Incurring Costs

CBH is not liable for any costs incurred by Applicants for work performed in preparation of a response to this RFP.

G. Prime Contractor Responsibility

The selected contractor will be required to assume responsibility for all services described in their applications whether or not they provide the services directly. CBH will consider the selected contractor as sole point of contact with regard to contractual matters.

H. Disclosure of Proposal Contents

Information provided in applications will be held in confidence and will not be revealed or discussed with competitors. All material submitted as part of the RFP process becomes the property of CBH and will only be returned at CBH's option. Applications submitted to CBH may be reviewed and evaluated by any person other than competing Applicants. CBH retains

the right to use any/all ideas presented in any reply to this RFP. Selection or rejection of an application does not affect this right.

I. Selection/Rejection Procedures

The Applicant whose submission is selected by CBH will be notified in writing as to the selection, and the selection will also be posted on the DBHIDS website. Information will be provided in this letter as to any issues within the application that will require further discussion or negotiation with CBH. This letter should not be considered as a letter of award. A formal letter of award will be forthcoming at such time when mutual agreement has been reached by the parties on all issues pertaining to the application. Applicants whose submissions are not selected will also be notified in writing by CBH.

J. Non-Discrimination

The successful Applicant, as a condition of accepting and executing a contract with CBH through this RFP, agrees to comply with all relevant sections of the Civil Rights Act of 1964, the Pennsylvania Human Relations Act, Section 504 of the Federal Rehabilitation Act of 1973, and the Americans with Disabilities Act, hereby assuring that:

The contractor does not and will not discriminate against any person because of race, color, religious creed, ancestry, national origin, age, sex, sexual orientation, handicap or disability in providing services, programs or employment or in its relationship with other contractors.

K. Life of Proposals

CBH expects to select the successful Applicant as a result of this RFP within approximately 90 days of the submission deadline. However, proposals that are submitted may be considered for selection up to 180 days following the submission deadline of this RFP. By submission of a proposal, respondents agree to hold the terms of their proposal open to CBH for up to 180 days following the submission deadline.

APPENDIX A

RFP RESPONSE COVER SHEET

COMMUNITY BEHAVIORAL HEALTH

Retirement Advisor

CORPORATE NAME OF
APPLICANT ORGANIZATION _____

CORPORATE ADDRESS _____

CITY _____ STATE _____ ZIP _____

MAIN CONTACT PERSON _____

TITLE _____ TELEPHONE # _____

E-MAIL ADDRESS _____ FAX # _____

—

SIGNATURE OF OFFICIAL AUTHORIZED TO BIND APPLICANT TO A CONTRACT TITLE

TYPED NAME OF AUTHORIZED OFFICIAL IDENTIFIED ABOVE

DATE SUBMITTED _____

APPENDIX B

**CITY OF PHILADELPHIA TAX AND REGULATORY
STATUS AND CLEARANCE STATEMENT
FOR APPLICANTS**

THIS IS A CONFIDENTIAL TAX DOCUMENT NOT FOR PUBLIC DISCLOSURE

This form must be completed and returned with Applicant’s proposal in order for Applicant to be eligible for award of a contract with the City. Failure to return this form will disqualify Applicant’s proposal from further consideration by the contracting department. Please provide the information requested in the table, check the appropriate certification option and sign below:

| | |
|--|--|
| Applicant Name | |
| Contact Name and Title | |
| Street Address | |
| City, State, Zip Code | |
| Phone Number | |
| Federal Employer Identification Number or Social Security Number: | |
| Philadelphia Business Income and Receipts Tax Account Number (f/k/a Business Privilege Tax) (if none, state “none”)* | |
| Commercial Activity License Number (f/k/a Business Privilege License) (if none, state “none”)* | |

___ I certify that the Applicant named above has all required licenses and permits and is current, or has made satisfactory arrangements with the City to become current with respect to the payment of City taxes or other indebtedness owed to the City (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), and is not in violation, or has made satisfactory arrangements to cure any violation, or other regulatory provisions applicable to Applicant contained in The Philadelphia Code.

___ I certify that the Applicant named above does not currently do business, or otherwise have an economic presence in Philadelphia. If Applicant is awarded a contract with the City, it promptly will take all steps necessary to bring it into compliance with the City’s tax and other regulatory requirements.

Authorized Signature

Date

Print Name and Title

* You can apply for a City of Philadelphia Business Income and Receipts Tax Account Number or a Commercial Activity License on line after you have registered your business on the City’s Business Services website located at <http://business.phila.gov/Pages/Home.aspx>. Click on “Register” or “Register Now” to register your business.

APPENDIX C

CITY OF PHILADELPHIA DISCLOSURE FORMS

The City of Philadelphia Disclosure Forms may be found on the DBHIDS Website along with this posted RFP.

APPENDIX D

CBH Disclosure of Litigation Form

The Applicant shall describe in the space below any pending, threatened, or contemplated administrative or judicial proceedings that are material to the Applicant's business or finances including, but not limited to, any litigation, consent orders or agreements between any local, state, or federal regulatory agency and the Applicant or any subcontractor the Applicant intends to use to perform any of the services described in this RFP.

Not Applicable

Signature

Print Name

Date

Company or Agency Name

APPENDIX E

Questionnaire for Applicants to CBH Investment Advisor RFP

(Please answer all questions; answers/attachments do not have a page limit but brevity is preferred when appropriate)

Please note that answers to all questions below should pertain to the specific advisor(s) that CBH would work with at the firm. Please do not answer questions with aggregated broker dealer, national affiliation or your parent company data/information. We are specifically looking at the individual advisor and all details should be specific to his or her business and expertise in the retirement plan industry and consulting with 403(b) plans.

Investment Services

1. Describe your team's approach to 403(b) plan investment consulting
2. What tools/criteria do you use to evaluate investment funds and managers? Were these tools developed in-house or do you license them for a third party? What actions do you take when investments are not performing?
3. How often would you recommend meeting with our investment committee in person?
4. Do you receive any fee sharing from investment funds or managers or any other compensation from third parties (including soft dollar arrangements) that is directly or indirectly tied to investments made by your clients or recommendations you provide? If so, please describe the nature and purpose of the payments and their approximate percentage of the annual gross revenue of your investment consulting business.
5. Describe a Target Date Fund Suitability analysis that you conducted and what the end result was for your client

Participant Services

1. Describe your position on providing investment advice to participants. Do you assume fiduciary responsibility with this advice?
2. Do you solicit IRA rollovers from participants?
3. How will the Department of Labor's new "Fiduciary Rule" impact your business?
4. Provide an example of how you made a positive impact on a 403(b) plan you support
5. What is your financial wellness solution?

Provider/Vendor Services

1. Describe your vendor benchmark service and process
2. Describe your service provider search RFP service and process
3. In the past 3 years, how many TPA/recordkeeper/trustee searches have you conducted? How many resulted in a change? List the top 3 providers that you recommended
4. How many total service providers does your firm work with?

Fiduciary Status and Compliance

1. Describe your fiduciary responsibility under ERISA to our 403(b) plan, including your ability to serve in an ERISA 3(21) or 3(38) capacity
2. What compliance resources do you provide? Do you have any ERISA attorneys on staff?
3. Do you offer investment committee fiduciary training? Please highlight an example
4. Does your firm have a written policy for addressing conflicts of interest?
5. Does an independent third party review/audit your practices to ensure alignment with best practices? Please elaborate.
6. Does your firm have any pending legal actions? If yes, please elaborate.