



Board Report 19-17

Date: May 21, 2019

To: Board of Deferred Compensation Administration (Board)

From: Staff

Subject: DCP Core Menu Investment Management Services Request for Proposal (RFP)

Board Members

John R. Mumma
Chairperson

Thomas Moutes
Vice-Chairperson

Raymond Ciranna
First Provisional Chair

Robert Schoonover
Second Provisional Chair

Wendy G. Macy
Third Provisional Chair

Joshua Geller

Hovhannes Gendjian

Neil Guglielmo

Linda P. Le

Recommendation:

That the Board (a) approve and authorize release of RFP for DCP Core Menu Investment Management Services, subject to final approval as to form by City Attorney; (b) direct the Plan Governance & Administrative Issues Committee to address use of a procurements pledge form as part of reviewing and updating the Board's Governance Policies/Bylaws; and (c) approve execution of the "Pledge Form Regarding Conflict-of-Interest, Confidentiality and Proposer Communications" for all Board members and City staff involved in the DCP procurement processes for both the Stable Value Fund and DCP Core Menu Investment Management Services.

Discussion:

A. Background

Following is a summary of the Board's actions to date regarding its 2018-2019 investment mandate search processes:

- At its **July 17, 2018** meeting, the Board considered a report from staff regarding upcoming investment manager searches for the DCP investment menu and a 2018-19 investment manager search plan.
- On **September 17, 2018**, the Investments Committee met to consider recommendations from staff and Mercer Investment Consulting (Mercer) with respect to fund search types and search criteria for each investment mandate.
- On **October 16, 2018**, the Board adopted recommendations from the Investments Committee with respect to fund search types and search criteria to be applied to each investment mandate.
- On **March 19, 2019**, the Board received and filed a report from staff providing an investment manager search update and indicating that staff would present a draft RFP

for Stable Value Fund Investment Management Services for the Board's approval at its April 16, 2019 meeting.

- On **April 16, 2019**, the Board approved staff's proposed RFP for Stable Value Fund Investment Management Services. The Board further requested that staff return at the next meeting with a modified recommendation with respect to a proposed "Pledge Form Regarding Conflict-of-Interest, Confidentiality and Proposer Communications." Staff indicated that, inasmuch it would be presenting a draft RFP for DCP Core Menu Investment Manager Services at the Board's May 21, 2019 meeting, the topic of the Pledge Form could be addressed at the May 2019 meeting as well.

B. Update Regarding Investment Mandates Searches and Status

As previously discussed with the Investments Committee and the Board, the DCP Investment Policy Statement (IPS) provides that the Board may utilize mutual fund searches and/or institutional manager procurements to fill the various investment mandates comprising the Plan's investment menu. **Mutual fund searches** are defined as a review of the broad universe of mutual fund investment vehicles available within a specific investment category and for which a contractual relationship between the fund manager and the DCP is not available or required. An **institutional manager procurement** is defined as a review of proposals from managers of institutional investment products (e.g., separate accounts, commingled trusts, and bank deposit accounts) within a specific investment category for which a contractual relationship between the fund manager and the DCP is required.

The IPS provides that the Board has the option of selecting either a mutual fund search or institutional manager procurement, or combination of both, to conduct a search process. The Board previously approved fund search types for all DCP investment options (see summary list and current status in **Attachment A**). The Board has completed its search process and made selections for the DCP FDIC-Insured Savings Bank Deposit Account providers. The Stable Value Fund RFP is in process.

(1) Mutual Fund Search Only

Mutual fund only searches are currently in process for the following investment mandates:

- Mid-Cap Value Equity
- Mid-Cap Growth Equity
- Small-Cap Value Equity
- Small-Cap Growth Equity
- International Small-Cap Equity
- International Emerging Markets Equity

Mercer is finalizing its analysis and reports for the above-referenced strategies. Staff is working with the Investments Committee Chairperson to schedule two meetings in June. The first

meeting will review the Mid-Cap Value Equity, Mid-Cap Growth Equity, and International Small-Cap Equity strategies. The second meeting will review the Small-Cap Value, Small-Cap Growth, and International Emerging Markets strategies.

(2) Combined Institutional Fund Procurement and Mutual Fund Search

There are six investment mandates for which a combined institutional manager procurement and mutual fund search process are pending:

- Core Bond Passive
- Core Bond Active
- Large-Cap Core Equity
- Mid-Cap Core Equity
- Small-Cap Core Equity
- International Equity

The investment mandates involving a combined search will initiate following the Board's approval of the RFP and its issuance. Review with the Investments Committee of the mutual fund search results and responses to the RFP are tentatively expected to be completed in the fourth quarter of 2019.

C. DCP Core Menu Investment Management Services - Request for Proposal Design and Content

Staff and Mercer have prepared a draft RFP for DCP Core Menu Investment Management Services (**Attachment B**). Staff recommends that the Board adopt and authorize release of the RFP. The RFP includes the following essential components:

(1) DCP Profile & Scope of Services

In each of the Board's procurements, it is essential to be as transparent as possible with prospective RFP respondents about the design, services, and features of the DCP, as well as the services included within a particular search process. The DCP Profile & Scope of Service provides this background to prospective RFP respondents.

(2) RFP Questionnaire

The questionnaire will provide a template for proposers to submit information both in writing as well as electronically. The data content and format will be consistent for both the mutual fund search and RFP processes. DCP RFPs typically include engagement exercises as methods of inquiry to exchange information with RFP respondents. For this RFP, however, given the potential volume of responses and in order to create greater consistency with the mutual fund search process, staff has drafted the RFP to exclude engagement exercises as a scored

evaluation component of the RFP. However, separate from scoring of the responses, the RFP provides for the option of an engagement exercise prior to the Board making a final decision as to vendor selection.

(3) RFP Evaluation Categories

Proposed evaluation categories and weightings are included in the “Evaluation” section of the RFP.

(4) Evaluation Panels and Process

Staff will perform evaluations of the proposals with technical support provided by Mercer. As indicated earlier, upon completion of its review and analysis, the RFP evaluation results will be presented concurrently with materials for the mutual fund searches for these same mandates.

An updated procurement schedule is included as **Attachment C**.

D. Pledge Form

As discussed at the Board’s April 16, 2019 meeting, in certain prior procurements, Board members and staff have executed a Pledge Form regarding conflict of interest, confidentiality, and proposer communications. The intent of this document is to provide additional demonstration and documentation of Board/staff member diligence in observing the provisions of the Board’s Governance Policies/Bylaws relative to procurements. The Pledge Form was recently reviewed with and updated by staff and Board counsel. Board members discussed the necessity and/or desired frequency of executing the Pledge Form at the April 2019 meeting.

The Board’s bylaws presently discuss the Board’s and staff’s obligations relative to procurements and contracts in several sections. A review process for the bylaws is scheduled to be initiated in July 2019. Given that both documents address the same topic, staff recommends that ongoing use of the Pledge Form be evaluated more comprehensively in connection with review of the bylaws, the study of which is generally referred to the Board’s Plan Governance & Administrative Issues Committee. In the interim, staff recommends proceeding with its current process and has therefore provided two versions of the Pledge Form previously submitted to the Board, one for the Stable Value Fund RFP and one for the DCP Core Menu Investment Management Services RFP, for Board approval and execution (**Attachment D and E**).

Staff therefore recommends that the Board direct the Plan Governance & Administrative Issues Committee to address use of a procurements Pledge Form as part of reviewing and updating the Board’s Governance Policies/Bylaws. Bylaws review will be included on the agenda for the upcoming Plan Governance & Administrative Issues Committee which is already in development for review of the DCP Plan Document. Staff further recommends that the Board approve execution of the “Pledge Form Regarding Conflict-of-Interest, Confidentiality and Proposer Communications” for all Board members and City staff involved in the DCP

procurement processes for both the Stable Value Fund and DCP Core Menu Investment Management Services.

Submitted by: _____
Isaias Cantú

Approved by: _____
Steven Montagna

REQUEST FOR PROPOSAL (RFP)
INVESTMENT MANAGEMENT SERVICES

City of Los Angeles Deferred Compensation Plan (DCP)
CITY OF LOS ANGELES
Personnel Department - Employee Benefits Division
On behalf of the Board of Deferred Compensation Administration

Date Issued: _____, **2019**

**TITLE: DCP CORE INVESTMENT MENU INSTITUTIONAL
INVESTMENT MANAGEMENT SERVICES FOR THE CITY OF
LOS ANGELES DEFERRED COMPENSATION PLAN**

INVESTMENT STRATEGIES

- **CORE BOND ACTIVE**
- **CORE BOND PASSIVE**
- **INTERNATIONAL EQUITY**
- **LARGE-CAP CORE EQUITY**
- **MID-CAP CORE EQUITY**
- **SMALL-CAP CORE EQUITY**

CONTRACT TERM: Five years

MANDATORY PRE-PROPOSAL CONFERENCE:

_____, **2019**
1:00 p.m. – 3:00 p.m.

City Hall
200 North Spring Street, Room 805
Los Angeles, CA 90012

PROPOSAL DELIVERY ADDRESSES:

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

Mercer Investment
Attention: Devon Muir, CFA, Principal
333 S 7th St, Suite 1400
Minneapolis, MN 55402

DEADLINE FOR SUBMITTING PROPOSAL: _____, 2019 at 3:00 p.m.

CITY CONTRACT ADMINISTRATOR:

Isaias Cantu, Senior Management Analyst

Phone (213) 978-1650

Email: Isaias.Cantu@lacity.org

PART A

<u>TABLE OF CONTENTS</u>	<u>PAGE NUMBER</u>
Section 1: Introduction & Background	—
Section 2: DCP Profile & Scope of Services	—
Section 3: Proposal Questionnaire	—
Section 4: Proposal Format and Submission Requirements	—
Section 5: Evaluation of Proposals	—
Section 6: General Terms & Conditions	—

PART B

Exhibit A – Standard Provisions for City Contracts (Rev. 10/17)

SECTION 1

INTRODUCTION/BACKGROUND

1.0 INTRODUCTION

The City of Los Angeles Deferred Compensation Plan (“DCP”) is a non-qualified tax-deferred retirement savings program established in 1983 under IRC Section 457 and City of Los Angeles Administrative Code, Division 4, Chapter 14, Sec. 4.1400-4.1410.

The DCP is seeking proposals for qualified investment managers to manage certain components of the DCP’s core investment options (“Core Funds”) which generally are multi-manager custom funds. The Core Funds are also the underlying holdings of the DCP risk-based portfolios (“Risk-based Portfolios”) which represent approximate 20% of overall DCP assets.

Active and passive investment strategies and vehicle types currently being sought in this RFP process are the following:

Asset Class (vehicle type)	Benchmark	Assets (\$mm) (3/31/19)
Core Bond Active (collective investment trust or similar IRC 457-eligible investment in pooled vehicle)	Bloomberg Barclays US Aggregate Bond Index	\$289.3
Core Bond Passive (collective investment trust or similar IRC 457-eligible investment in pooled vehicle)	Bloomberg Barclays US Aggregate Bond Index	\$288.6
International Equity (collective investment trust or similar IRC 457-eligible investment in pooled vehicle)	MSCI EAFE or similar index	\$386.7
Large-Cap Core Equity (collective investment trust or similar IRC 457-eligible investment in pooled vehicle)	S&P 500 Index	\$2,325.9
Mid-Cap Core Equity (collective investment trust or similar IRC 457-eligible investment in pooled vehicle)	Russell Mid-Cap Index or a similar index (e.g., S&P Mid-Cap 400 Index or CRSP US Mid-Cap Index)	\$197.7
Small-Cap Core Equity (collective investment trust or similar IRC 457-eligible investment in pooled vehicle)	Russell 2000 Index or a similar index (e.g., S&P 600 Small-Cap Index or CRSP US Small-Cap Index)	\$126.6

1.1 BACKGROUND

The Board of Deferred Compensation Administration (“the Board”) administers the DCP. The nine-member Board includes three elected employee representatives from the Los Angeles City Employees’ Retirement System (“LACERS”), Fire and Police Pension System (“Pensions”), and Department of Water and Power Retirement DCP (“DWP

Retirement”); the LACERS General Manager; the Pensions General Manager; the DWP Retirement Manager; a certified Union Representative; a retired participant representative; and the Personnel Department General Manager. The Board has administrative responsibility, including contracting authority, for the DCP.

As of March 31, 2019, the DCP had **\$6.6 billion** in assets (including loans outstanding) and 47,395 participants. DCP assets (including Core Fund and Risk Based Portfolios) were invested as illustrated below:

Core Funds and Incumbent Providers	TOTAL
FDIC-Insured Savings Account	\$380,267,182
DCP Stable Value Fund	\$1,223,316,016
DCP Bond Fund	\$577,915,501
Vanguard Total Bond Market Index Fund Instl Plus	\$288,611,001
Natixis Loomis Sayles Core Plus Bond N	\$289,304,500
DCP Large-Cap Stock Fund	\$2,325,932,341
DCP Mid-Cap Stock Fund	\$392,445,793
Vanguard Mid-Cap Index Fund Instl Plus	\$197,792,680
Virtus Ceredex Mid-Cap Value Equit	\$96,934,111
Voya Mid-Cap Opportunities Fund R6	\$97,719,002
DCP Small-Cap Stock Fund	\$383,192,351
Vanguard Small-Cap Index Inst Plus	\$126,606,753
DFA US Small-Cap Value Portfolio Institutional	\$120,782,229
Hartford Small-Cap Growth HLS Fund IA	\$135,803,369
DCP International Stock Fund	\$585,852,061
MFS International Inst Equity Fund	\$386,720,945
Brandes Intl Small Cap Equity Fund I	\$101,293,821
DFA Emerging Markets Core Equity Inst	\$97,837,294
Schwab PCRA Self-Directed Brokerage Account	\$535,051,100
Loan Account	\$193,852,647
TOTAL	\$6,597,824,992

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

- Develop policy and DCP design recommendations;
- Function as liaison to DCP contracted service providers;
- Administer all DCP-related contracts; and
- Facilitate all aspects of employee participation in the DCP

The Office of the City Attorney serves as the Board’s legal counsel and provides legal support for the DCP which includes reviewing procurements and contracts, ensuring compliance with State and federal laws, and providing guidance in regard to various

administrative functions such as processing beneficiary claims and Qualified Domestic Relations Orders (QDROs).

The City contracts with Voya Institutional Plan Services (“Voya”) for DCP recordkeeping, enrollment and communication services. The City independently selects the investment options for the DCP, all of which are administered by Voya. These options are held as mutual funds, separate accounts, commingled trusts, and bank deposit accounts. The DCP is trusted by Voya Institutional Trust Company.

Mercer Investment provides investment consulting to the DCP. Included among these services are ongoing performance review, procurement assistance, and investment menu design.

Two-fold procurement process: Pursuant to the DCP’s Investment Policy Statement (IPS), searches and procurements for DCP investment strategy generally will occur once every 5 years, according to a schedule determined by the Board. Searches can occur in two ways: 1) a mutual funds search which does not require a direct contract with the DCP or 2) an institutional manager procurement (“Institutional Manager Procurement” or “Institutional Product”) – i.e., products like collective investment trusts, separate accounts, and other 457-eligible vehicles that require the City to enter into a contract with the investment manager/provider. While mutual funds searches do not require investment managers to undertake an RFP process, Institutional Manager Procurements do.

In recent years, the DCP’s equity and bond Core Funds have been constructed using solely mutual fund investment vehicles. For the current search cycle, however, the Board has opted to conduct Institutional Manager Procurements in certain key categories that it has determined could potentially benefit the Plan from an investment and expense perspective. As noted in Section 1.0, Institutional Products being sought are in the form of pooled vehicles like collective investment trusts which do not require the services of a custody bank to hold individual securities. Coincident with the Institutional Manager Procurement RFP process, the Board likewise will be conducting mutual funds searches for the entirety of the DCP’s passive and active equity and bond mandates in order to get a holistic representation of the investable universe. The ultimate decision as whether to use a mutual fund or an Institutional Product in categories where both types of searches have occurred will be at the Board’s discretion.

Investment managers with Institutional Products in the asset categories being sought (and which are eligible for investment in a 457(b) plan) are encouraged to respond to this RFP if these vehicles present a material cost or investment advantage to the DCP relative to corresponding mutual fund vehicles that may exist for the same strategy or if a mutual fund vehicle does not exist for the strategy. Investment managers proposing consideration of their mutual fund vehicles for the foregoing investment mandates outlined **are not required** to complete this RFP, but rather they must ensure their firm and strategy details are entered and up-to-date in the Mercer GIMD® database which is open to all investment managers and serves as a repository of investment manager and strategy information for the DCP. Mercer GIMD can be found at www.mercergimd.com.

For more information regarding the DCP including investment menu, governance, and other details, please review <https://la457.com>.

1.2 DEFINITIONS OF TERMS

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

- **“The Board”** means the City of Los Angeles Board of Deferred Compensation Administration.
- **“The City”** means the City of Los Angeles.
- **“Agreement”** shall be considered synonymous with the term “Contract.”
- **“City Contract Administrator”** means the City staff person serving as the primary point of contact for this RFP as identified on page one of this RFP.
- **“Contract Effective Date”** means the date, mutually agreed upon between the Contractor and City, that the Contractor begins performing services for the City.
- **“Contracting Authority”** means the City of Los Angeles Board of Deferred Compensation Administration.
- **“Contractor”** means the individual, partnership, corporation or other entity to which a contract is awarded, and shall be synonymous with the term “Vendor.”
- **“DCP”** means the City of Los Angeles Deferred Compensation Plan, established pursuant to Section 457 of the Internal Revenue Code (“IRC”).
- **“Employee Benefits”** means the Employee Benefits Division of the City of Los Angeles Personnel Department.
- **“Go-live Date”** means the beginning date that services are provided to the City and the fund first receives participant assets.
- **“Institutional Manager Procurement”** or **“Institutional Product”** means investment vehicles like collective investment trusts, separate accounts, and other vehicles that require the City to enter into a contract with the investment manager/provider.
- **“Investment Policy Statement”** means the Investment Policy Statement adopted by the Board of Deferred Compensation Administration for the DCP and which defines the objectives and guidelines for the DCP’s investment options.
- **“Mandate”** means the particular investment category being sought (e.g., Active Core Plus Bond, Passive US Large Cap Equity, etc.)
- **“Mercer”** means Mercer Investment, a consultant for the DCP.
- **“Mercer GIMD”** means the Mercer Global Investment Manager Database, a resource for electronic submission of responses to a portion of the questions included in this RFP.
- **“Pre-Proposal Conference”** means the conference held between the City and prospective Proposers to provide information regarding RFP requirements and answer questions regarding the RFP.
- **“Proposer”** means a respondent to this RFP.
- **“RFP”** means this Request for Proposal.
- **“TPA”** means Third-Party Administrator.
- **“Voya”** means Voya Institutional Plan Services.

1.3 CONTRACT TERM

The term of any contract(s) awarded pursuant to this RFP shall be for a period of five years from the contract effective date as provided for by the final contract, subject to the termination provisions therein.

1.4 RFP CONTENTS

The contents of this RFP are as follows:

1.4.0 Part A

RFP, including the DCP Profile & Scope of Services, Proposal Questionnaire, Proposal Format and Submission Requirements, Evaluation of Proposals, and General Terms & Conditions.

1.4.1 Part B

General Contracting Requirements and Attachments, which includes the City of Los Angeles Standard Provisions for City Contracts (Rev. 10/17) and other general contracting requirements that must be reviewed and completed by Proposers as specified in order for a proposal to be deemed responsive.

1.5 RFP CONTACT INFORMATION

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

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

1.5.0 Part A Contact Information

All questions regarding this RFP PART A must be in writing and should be directed to the City Contract Administrator as follows:

Personnel Department, Employee Benefits Division

Attention: Isaias Cantú

Email: Isaias.Cantu@lacity.org

Phone: (213) 978-1650

1.5.1 Part B Contact Information

All questions regarding this RFP PART B must be in writing and should be directed both to the Contract Administrator and the Personnel Department's Administrative Services Division staff as follows:

Personnel Department, Administrative Services Division
 Attention: Michael Daco
 Email: michael.daco@lacity.org
 Phone: (213) 473-9195

Questions regarding certain General Contracting Requirements may also more appropriately be directed to the City department responsible for the particular requirement, as specified within the Part B materials.

1.6 PROPOSAL TIMELINE AND MANDATORY PRE-PROPOSAL CONFERENCE

The Board intends to award a contract, in a form approved by the City Attorney, to the selected Proposer. Written proposals submitted to the City constitute a legally binding contract offer and shall remain open for twelve months. It is requested that proposals be prepared simply and economically, avoiding the use of unnecessary promotional material. If a Proposer is deemed non-responsive during the proposal process the Proposer will be eliminated from further consideration.

1.6.0 Proposal Timeline

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

Proposal Dates	Event
_____, 2019	RFP released
_____, 2019	Deadline for receiving written questions for the Pre-Proposal Conference is 4:00 p.m.
_____, 2019	Deadline to register to participate in the Pre-Proposal Conference by telephone is 4:00 p.m.
_____, 2019	Mandatory Pre-Proposal Conference at 11:00 a.m. Pacific Standard Time
_____, 2019	Deadline for receiving written questions regarding the RFP is 4:00 p.m.
_____, 2019	General Contracting Requirements preliminary submission deadline
_____, 2019	Deadline for vendors to issue written solicitations to subcontractors via www.labavn.org website. This step must be completed by 11:59 p.m. Pacific Standard Time to avoid risk of late submission.
_____, 2019	City Review of General Contracting Document due to vendor by this date
_____, 2019	RFP responses due by 3:00 p.m. Pacific Standard Time
_____, 2019	Business Inclusion Program (BIP) Summary Sheet submission on Los Angeles Business Assistance Virtual Network (LABAVN) – 4:30 p.m. Pacific Standard Time
_____, 2019	RFP evaluations
_____, 2019	City makes selection and begins contract negotiation with successful

	Proposer
_____, 2019	Deadline for executing contract
_____, 2019	Commencement of services

1.6.1 Mandatory Pre-Proposal Conference

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

The Pre-Proposal Conference has been scheduled pursuant to the schedule noted in the Proposal Timeline. Potential Proposers may participate by physically attending or by calling in. Participants will be asked to identify themselves by name and firm.

If you intend to participate by telephone, please pre-register by contacting the City Contract Administrator by the deadline noted in the Proposal Timeline. The City will provide a call-in number at that time for those interested in participating by telephone. Attendance will be taken at the **beginning** and **end** of the Pre-Proposal Conference. Proposers attending by phone must remain for the duration of the Pre-Proposal Conference. Failure to attend and remain through the end of the Pre-Proposal Conference will result in your firm being deemed non-responsive and ineligible to submit a proposal in response to this RFP.

It is to your benefit to bring your own copy of the RFP, particularly the City’s General Contracting requirements, to the conference. No copies will be provided at the conference.

1.6.2 Questions Regarding the RFP

To maximize the effectiveness of the conference, to the extent possible, Proposers should provide questions in writing prior to the Pre-Proposal Conference in accordance with the deadline noted in the proposal timeline. This will enable the City to prepare responses in advance.

All questions concerning the RFP should be submitted in writing via e-mail to the City Contract Administrator. Please identify the RFP title on the subject line of your message. All questions should identify the RFP section and page number, or the relevant General Contracting provision, for each question submitted. Additional questions may be accepted and addressed at the Pre-Proposal Conference. However, certain responses may be deferred and posted online as addenda to the RFP at a later date.

The City will make every effort to respond to all written questions as soon as practical. All questions and responses to questions, or any other changes to or

interpretation of the RFP, will be posted online at www.labavn.org. Any such changes or interpretations shall become a part of this RFP and may be incorporated into any Contract awarded pursuant thereto.

1.7 GENERAL CONTRACTING REQUIREMENTS PRE-SUBMISSION OPTION AND SUBMISSION DEADLINES

The City's General Contracting Requirements are included in Part B, which is attached hereto. Part B contains the Standard Provisions for City Contracts (Rev. 10/17) and a variety of documents and forms with which prospective City vendors must demonstrate compliance in order to be awarded a City contract.

Within Part B is a list of requirements that must be fully met, including forms to be completed and submitted and details regarding certain processes which must be followed by prospective vendors as part of their RFP response. **Failure to meet any of these requirements to the satisfaction of the City by the RFP Proposal Submission Deadline may result in disqualification of the vendor's proposal as being non-responsive and eliminate the proposal from further consideration in the evaluation process.**

The City will provide vendors an opportunity to demonstrate responsiveness to the City's General Contracting Requirements at a date prior to the RFP due date.

Vendors are not required to complete and submit their General Contracting Requirements forms and processes by the Preliminary Submission Deadline; however, it may be to their advantage to do so. If a vendor utilizes this option, City staff will identify whether the documents as submitted are or are not responsive to the City's requirements. If deemed non-responsive, the vendor will have time to demonstrate responsiveness by no later than the RFP Proposal Submission Deadline. Failure to adequately demonstrate responsiveness to the City's General Contracting Requirements, or a rejection by the vendor of those requirements or the Standard Provisions for City Contracts (Rev. 10/17), will result in disqualification of the proposal and shall eliminate the proposal from further consideration in the evaluation process. The relevant dates with respect to this process are included in the proposal timeline.

1.8 PROPOSAL SUBMISSION DEADLINE

Response to this RFP must be submitted on paper and electronic copy and must be received by the City Contract Administrator by the deadline noted in the proposal timeline. Electronic portions, as specified further in this RFP, must be received no later than this date/time as well. **Late responses (i.e. proposals received after the proposal submission deadline) will not be considered.** The City reserves the right to extend the proposal submission deadline should this be in the interest of the City.

1.9 CONSULTANT RESPONSE INFORMATION

Responses to this RFP must also be submitted at the same time on paper and electronic copy to the consultant used by the City in the evaluation of responses to this RFP. Delivery should be provided by the proposal submission deadline to:

Mercer Investment

Attention: Devon Muir, CFA, Principal

333 S 7th St, Suite 1400

Minneapolis, MN 55402

devon.muir@mercerc.com

SECTION 2

DCP PROFILE & SCOPE OF SERVICES

2.0 DCP OVERVIEW & MISSION STATEMENT

The DCP is a tax-advantaged supplemental retirement savings program established in 1983 under Internal Revenue Code (IRC) Section 457 and by City of Los Angeles Administrative Code, Division 4, Chapter 14. All DCP assets are held in trust for the exclusive benefit of participants and their beneficiaries. The mission of the City's DCP is to assist eligible City employees in achieving retirement income security.

2.1 ORGANIZATIONAL STRENGTH

2.1.0 Organizational Background and Reliability

The City will be evaluating each Proposer's organizational experience, stability, financial strength, experience in providing services to governmental defined contribution plans, staff qualifications and turnover, and other factors to assess how organizations are resourced to be long-term viable partners with the City in executing the DCP's mission, goals and strategies, and the specific services included within this RFP.

2.1.1 Regulatory and Contractual Actions

The City will review each Proposer's status as to regulatory agency complaints, client legal actions, contract terminations, bankruptcy filings, and conflicts of interest, as part of assessing its reliability and institutional viability.

2.1.2 Client Reviews

The City may contact current and former clients provided by each Proposer, including governmental DCP sponsors and other clients who are currently utilizing the provider's services as well as those who have terminated those services in the recent past.

2.2 SCOPE OF SERVICES

2.2.0 Investment of Assets

The Contractor shall invest the assets invested in by DCP participants to the Institutional Product in accordance with its stated investment guidelines. The investment manager must manage the liquidity of the Fund to accommodate participant and periodic plan level cash flows on a daily basis.

2.2.1 Creation of Reports

The Contractor shall provide, or assist in the creation of, a daily net of fee unit value to the DCP's administrator. The selected investment manager shall provide on a monthly basis to the DCP's trustee and administrator financial statements showing opening balance, contributions, investment earnings, withdrawals, fees and closing balance. The Contractor shall provide quarterly reports detailing the respective Institutional Product's performance, portfolio characteristics, and organizational updates.

2.2.2 Presentations to Board

The Contractor shall be periodically required to attend Board meetings as frequently as may be requested in order to present Fund performance reviews.

2.3 MINIMUM QUALIFICATIONS

- The institution must be qualified to do business in the State of California and must be registered under the appropriate State and federal securities and/or insurance laws.
- The Institutional Product must be offered in a pooled investment vehicle which is open to new investment and able to be traded over the Voya platform
- The institution must be a SEC-registered investment advisor or exempt from registration.
- The institution will assume a fiduciary role for providing investment manager services with respect to the Institutional Product consistent with the investment guidelines contained in its governing documents and the Minimum Requirements included in this section.
- The institution must not have been involved in any litigation with or investigation by a federal or State security/insurance agency that could be deemed substantive by the City. This would include expropriation of funds, insider trading, front running, or undisclosed derivatives or leverage.
- The institution must not be a broker or any third party selling another company's funds.
- Any underlying proposed funds or investment products must be qualified to accept IRC Section 457 DCP investments.
- The institution must not charge a redemption fee, transfer fee, deferred sales charge, or up-front sales load. In addition, the institution cannot apply or levy a penalty or fee of any type upon liquidation if the City, for any reason, finds it necessary to move or transfer funds to protect employees or if the City does not renew a contract beyond its contract term.
- The institution must have experience with and be willing to accommodate daily valuation.
- The institution must propose a well-diversified Institutional Product from an individual holding, industry, sector, and geographic (in the case of

international mandates) perspective (in the case of an international mandates) perspective.

Mandate-specific minimum requirements are the following:

Asset Class (vehicle type)	Minimum Requirements
Core Bond Active	<ul style="list-style-type: none"> • Investment style consistent with an active core plus bond manager investing in intermediate duration bonds and categorized in Mercer GIMD or other commercially available database as a core plus bond strategy • In alignment with the foregoing, while investments will primarily be in investment-grade securities, non-US dollar exposure should be limited to 30%, emerging market debt exposure should be limited to no more than 25%, and high yield exposure should be limited to no more than 25% of the overall portfolio • Stated benchmark of the strategy will be the Bloomberg Barclays US Aggregate Bond Index • Strategy track record longer than 7 years as of 3/31/2019 • Minimum assets under management in strategy of \$7.5 billion • Investment expense ratio equal to or less than 0.34%
International Equity	<ul style="list-style-type: none"> • Investment style consistent with international ex-US core investment style and categorized in Mercer GIMD or other commercially available database as an international ex-US core equity strategy • In alignment with the foregoing, emerging markets equity exposure generally should be less than 25% of overall portfolio holdings • Stated benchmark of the strategy will be representative of the style (MSCI EAFE or comparable) • Strategy track record longer than 7 years as of 3/31/2019 • Minimum assets under management in strategy of \$5 billion • Investment expense ratio equal to or less than 1.09%
Core Bond Passive	<ul style="list-style-type: none"> • Strategy track record longer than 10 years as of 3/31/2019 • Minimum assets under management in strategy of \$20.0 billion • Tracks the Bloomberg Barclays US Aggregate Bond Index • Tracking error over the trailing 10-year period ending 3/31/2019 should be less than 0.30% • Investment expense ratio equal to or less than 0.03%
Large-Cap Core Equity	<ul style="list-style-type: none"> • Strategy track record longer than 10 years as of 3/31/2019 • Minimum assets under management in strategy of \$50 billion • Tracks the S&P 500 • Tracking error over the trailing 10-year period ending 3/31/2019 should be less than 0.30% • Investment expense ratio equal to or less than 0.03%
Mid-Cap Core Equity	<ul style="list-style-type: none"> • Strategy track record longer than 7 years as of 3/31/2019 • Minimum assets under management in strategy of \$5 billion • Tracks the Russell Mid-Cap Index or a similar US mid-cap equity index • Tracking error over the trailing 7-year period ending 3/31/2019 should be less than 0.30% • Investment expense ratio equal to or less than 0.04%

Small-Cap Core Equity	<ul style="list-style-type: none"> • Strategy track record longer than 7 years as of 3/31/2019 • Minimum assets under management in strategy of \$10 billion • Tracks the Russell 2000 Index or a similar US small-cap equity index • Tracking error over the trailing 7-year period ending 3/31/2019 should be less than 0.30% • Investment expense ratio equal to or less than 0.04%
-----------------------	---

2.4 INVESTMENT GUIDELINES

2.4.0 Investment Objective

The primary objective of the Institutional Product will be to achieve a blend of capital appreciation and investment income consistent with its asset class as outlined in Section 1.0. Active strategies are expected to exceed their stated benchmarks over a market cycle, and passive strategies are expected to closely track their stated benchmarks. Specific investment objectives will be outlined in their governing documents.

2.4.1 Performance Benchmarks

The performance benchmarks for the Institutional Products will be those outlined in Section 1.0 of this RFP.

2.4.2 Account Level Guidelines

As noted in Section 1.0, Institutional Products being sought are collective investment trusts or other similar pooled vehicle type. In accordance with the DCP IPS, it is understood that the investment guidelines contained in the governing documents for these vehicles will prevail. Nevertheless, it is expected that any Institutional Product proposed and ultimately adopted by the Board will conform to the mandate-specific minimum qualifications outlined in Section 2.3.

2.5 FEES & GUARANTEES

2.5.0 Compensation

The City will assess information provided by Proposers relative to the compensation derived from their proposed services.

2.5.1 Most Favored Nations Provision

The City will consider whether the Proposer offers a guarantee that the pricing proposed to the DCP will be its most preferential fee structure across the entirety of its clients for a given Institutional Product (i.e., a “most favored nation” provision).

SECTION 3

PROPOSAL QUESTIONNAIRE

QUESTIONNAIRE INTRODUCTION AND INSTRUCTIONS

3.0 INTRODUCTION

The questions included in this RFP are intended to solicit important background information about your firm and fully disclose the data points upon which Proposers will be evaluated. The City is not evaluating firms utilizing any information other than what is outlined within this RFP. Responses to this section along with documents required to be submitted pursuant to Part B of this RFP are necessary for the proposal to be considered responsive.

3.1 INSTRUCTIONS

- Do not alter the questions or question numbering.
- Complete all appropriate sections of the questionnaire.
- To obtain an electronic version of the questionnaire, please contact the City Contract Administrator. When providing narrative responses in the Excel questionnaire document, do not include any images, graphics, or charts. However, you may include images, graphics, or charts in print copies of your Proposal.
- Provide an answer to each question even if the answer is “not applicable” or “unknown.”
- Answer the question as directly as possible.
- If the question asks, “How many...” provide a number.
- If the question asks, “Do you...” indicate “Yes” or “No” followed by any additional brief narrative explanation to clarify.
- **Be concise in your response.** Use bullet points as appropriate.
- **Do not respond to a question solely by referring to a document or material that is not otherwise included within your Proposal. If referring to such documents or materials, you are nevertheless responsible for summarizing the content in order for you to be deemed responsive with respect to that question.**
- Referring the reader to attachments for further information should be avoided or used on a limited basis. Any response that does not directly address the question, but only contains marketing information, will be considered non-responsive.

3.2 INTRODUCTORY QUESTIONS

Responses to the following are required in order for your proposal to be considered responsive but will not be rated.

3.2.0 Cover Letter and Proposal Declaration

Provide a cover letter and Proposal Declaration to include the following:

- Title “**City of Los Angeles Core Menu Investment Management Services RFP**” and submission date
- Contact name of person authorized to bind the Proposer to the proposal
- Contact Name/Title
- Mailing Address
- Location of Business (if different from mailing address)
- Type of legal entity (corporation, limited liability company, joint venture, partnership, etc.)
- A short description of your organization, the businesses in which it engages and the services it provides
- Telephone Numbers (Office, Cell, and 24-hour lines of person(s) who will be authorized to represent the Proposer)
- Fax Number
- E-mail Address
- Date entity was established and location of entity when established
- Location of headquarters (full address) and, if your firm has more than one office location, which of your firm’s offices will service this account
- Remittance Address (if different from mailing address)
- Annual revenues
- Total number of employees
- Total number of employees in the City of Los Angeles
- Total number of employees in the County of Los Angeles
- Number of employees reported in whose exclusive, primary work location is in the County of Los Angeles
- Number of employees providing services for this contract
- The following statement:

“The undersigned hereby offers and agrees to furnish the services in compliance with all the service level requirements, instructions, specifications, and any amendments contained in this RFP document and any written exceptions in the offer accepted by the City. This proposal is genuine, and not sham or collusive, nor made in the interest or in behalf of any person not herein named; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a sham proposal, or any other person, firm or corporation to refrain from submitting a proposal; and the Proposer

has not in any manner sought by collusion to secure for itself an advantage over any other Proposer.”

- A signature submitted on behalf of the Proposer by an officer authorized to bind the Proposer to the proposal, acknowledging:
 - Receipt of and agreeing the submitted Proposal is based on the RFP and any identified addenda
 - Failure to indicate receipt of addenda may result in the proposal being rejected as non-responsive
 - To constitute a responsive proposal all pages of the proposal questionnaire and required forms must be submitted
 - Under penalty of perjury under the laws of the State of California that the proposal is true and correct and the Proposer agrees to the terms and conditions in the proposal

3.2.1 City Business License Number or Vendor Registration Number

Indicate your City Business License Number or Vendor Registration Number, if available. A license or registration number is not required for your proposal but will be required prior to execution of a contract. To obtain a Business Tax Registration Certificate (BTRC) or Vendor Registration Number call the Office of Finance at (213) 473-5901 and pay the respective business taxes. The address is as follows: City of Los Angeles, Office of Finance, City Hall, Room 101, 201 North Main Street, Los Angeles, CA 90012 – <http://www.finance.lacity.org>.

3.2.2 State of California Board of Equalization Permit

Indicate your company’s State of California Board of Equalization permit number. If you do not have this permit, please make a statement to this effect.

3.2.3 California Revenue and Taxation Code

Fill out and submit the appropriate California Revenue and Taxation Code form, if applicable (for out-of-state vendors).

3.2.4 Compliance with Standard Provisions

Provide a statement indicating that your firm will comply with the City of Los Angeles General Contracting Provisions attached to this RFP in Part B, including the Standard Provisions for City Contracts (Rev. 10/17). Please note that your statement does not relieve you from providing all of the documents required pursuant to the “Proposal Response Checklist.”

3.2.5 Insurance

The City is estimating that the following insurance coverage types will apply to this contract:

- Workers Compensation (\$_____)
- General Liability (\$_____)
- Professional Liability (\$_____)

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

<http://www.2sparta.com/>

<http://cao.lacity.org/risk/waivewc.pdf>

3.2.6 Lobbyist Disclosure

Disclose any (1) arrangements your company has with any lobbyists and/or agents representing your company, and (2) any arrangements your company has with an unrelated individual or entity with respect to the sharing of any compensation, fees, or profit received from or in relation to the proposing company being awarded a Contract with the City. If any such arrangements exist, describe the nature of the relationship and the manner in which compensation or fees would be shared.

3.2.7 Endorsement Disclosure

Disclose any financial relationship your company has with any union, organization or association in conjunction with an endorsement. Provide details regarding the relationship, including any benefit that will be recognized by the union, organization or association in the event your company is awarded a Contract with the City.

3.2.8 Subcontracting

If any portion of the Contract is to be subcontracted, it must be clearly set forth as to the part(s) to be subcontracted, the reasons for the subcontracting and a listing of subcontractors. For each subcontractor proposed, provide the following information:

- The specific service being subcontracted
- Name of Subcontractor
- Subcontractor’s Contact Name
- Contact Title
- Contact Phone Number
- Mailing Address
- Location of Business (if different from mailing address)
- Business Telephone Number

- Subcontractor's registration # and/or license #, if applicable
- Description of Work to be Subcontracted
- Reason for Subcontracting
- Percent of Total Contract to be Subcontracted & Dollar Amount
- Relevant work experience in years and level of responsibility
- Experience in number of years that your firm has worked with the Subcontractor providing these services
- If subcontractor is a Minority Business Enterprise (MBE), Women Business Enterprise (WBE), Local Business Enterprise (LBE), Small Business Enterprise (SBE), Emerging Business Enterprise (EBE), or Other Business Enterprise (OBE)
- If subcontractors will not be utilized, so indicate here.

3.2.9 Required Contract Execution Date

Please indicate if you (a) have any requirements, constraints, or limitations with respect to the implementation or "Go-Live Date" relative to final execution of a completed Agreement with the City; and (b) if you would be willing to provide services to the City prior to execution of a completed contract providing that a ratification clause is inserted into the Agreement.

3.3 QUESTIONNAIRE

**2019 REQUEST FOR PROPOSAL (RFP)
INVESTMENT MANAGEMENT SERVICES
PROPOSAL QUESTIONNAIRE**

Please complete the 2019 Investment Management Services RFP Questionnaire and include it with your RFP Proposal. Make sure that you enter information into ALL cells designated for responses. If the question does not apply, enter "N/A" into the cell. Do NOT leave empty cells. Do NOT add columns, rows or cells to the questionnaire format. If you have any questions regarding this form, contact the City Contract Administrator.

Qualifying Questions

Responses to the following are required in order for your proposal to be considered responsive, but will not be rated.

Q#	QUESTIONS	ENTER RESPONSES OR USE DROP DOWN OPTIONS IN THIS COLUMN
----	-----------	--

CONTACT INFORMATION

1.	Name of Company:	
2.	Institutional Product proposed (check those that apply): <input type="checkbox"/> CORE BOND ACTIVE <input type="checkbox"/> CORE BOND PASSIVE <input type="checkbox"/> INTERNATIONAL EQUITY <input type="checkbox"/> LARGE-CAP CORE EQUITY <input type="checkbox"/> MID-CAP CORE EQUITY <input type="checkbox"/> SMALL-CAP CORE EQUITY	
3.	Person Authorized to Submit Proposal:	
4.	Title of Person Authorized to Submit Proposal:	
5.	Business Address: (Company Office to Service Account)	
6.	Name(s) of Client Service Officers:	
7.	Type of Legal Entity: (Corp, LLC, Partnership, etc.)	
8.	Business Telephone Number:	

9.	Business Fax Number:	
10.	Business Email Address:	
11.	Company Website:	
12.	Remittance Address: (If Remittance Address Same as Above, Enter "Same" in Cell)	
REQUIRED DOCUMENTATION & DISCLOSURE		
13.	State of California Board of Equalization Permit Number:	
14.	Has your company attached appropriate California Revenue and Taxation Code Form, if applicable (for out of state vendors)? [Yes/No]	
15.	Has your company's insurance broker uploaded the Certificate of Liability Insurance onto the kwikcomply.com website? [Yes/No]	
16.	Has your company completed the forms listed below on the LABAVN website? [Yes/No] - Equal Benefits Ordinance/First Source Hiring Ordinance Form - Slavery Disclosure Ordinance/Border Wall Contracting Disclosure Ordinance Form - NRA Disclosure Ordinance	
17.	Does your company agree to the following statement? [Yes/No] "The undersigned hereby offers and agrees to furnish the services in compliance with all the service level requirements, instructions, specifications, and any amendments contained in this RFP document and any written exceptions in the offer accepted by the City. This proposal is genuine, and not sham or collusive, nor made in the interest or in behalf of any person not herein named; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a sham proposal, or any other person, firm or corporation to refrain from submitting a proposal; and the Proposer has not in any manner sought by collusion to secure for itself an advantage over any other Proposer."	
18.	Does your company agree to the following statement?[Yes/No] "By submitting a proposal, we acknowledge and agree to the following: - Receipt of and agree that the submitted Proposal is based on the RFP and any identified addenda. - Failure to indicate receipt of addenda may result in the proposal being rejected as non-responsive. - To constitute a responsive proposal all pages of the proposal questionnaire and required forms must be submitted. - Under penalty of perjury under the laws of the State of California that the proposal is true and correct and the Proposer agrees to the terms and conditions in the proposal."	

19.	Does your company agree to the following statement? [Yes/No] "By submitting a proposal, we acknowledge that we will have to comply with the City of Los Angeles General Contracting Provisions attached to this RFP in Part B, including the Standard Provisions for City Contracts (Rev. 10/17)."	
20.	If your response to prior question is "NO," please be specific regarding which of the City's General Contracting Provisions you are not able to comply with and why.	
21.	The proposal contains all documents required pursuant to the "Proposal Response Checklist" [Yes/No]	
22.	Assuming a ratification clause is included into the agreement, is your company willing to provide services to the City prior to the execution of a completed contract? [Yes/No]	
RATED QUESTIONS The following questions will be used to rate your Proposal.		
ORGANIZATIONAL BACKGROUND		
23.	Provide a brief overview of the firm (2-5 sentences maximum) including when the firm was founded.	
24.	Describe the legal structure of your firm. If a subsidiary or affiliate of another company, provide your company's parent company name and, if applicable, percentage of ownership.	
25.	If your firm is a "subsidiary" or "affiliate", describe the nature of the business of the parent firm. Indicate what percentage of the parent company revenue your company represents for calendar years 2016, 2017, and 2018.	
26.	Has your company (or, if applicable, your parent company) had a change in business structure in the last 5 years, whether through acquisition or divestiture or through an alliance arrangement? Provide details.	
27.	Has your company had a change in senior management (Including CEO, CFO, CIO or Other Executive Management) in the last five years? If so, provide details. [Yes/No]	
28.	Please provide a 3-5 sentence summary of your organization's strategic plan, including how you control/manage growth of your business.	
29.	Total number of employees working for your company:	
30.	Provide names and background on key personnel.	
31.	Total number of your company employees who work in the City of Los Angeles:	
32.	Total number of your company employees who work in the County of Los Angeles:	

33.	Total number of employees reported in previous question whose work location is in the County of Los Angeles:	
34.	Total number of employees reported who will be providing services to this contract:	
35.	Provide a breakdown of total staff. Provide the number of investment professionals in the following capacities: <ul style="list-style-type: none"> • Portfolio Managers • Analysts • Client Service/Marketing/Sales • Other investment professionals • Total investment professionals 	
36.	Describe your employee compensation methods and types of compensation for investment professionals (please include a summary of the criteria used to determine amounts of any incentive compensation).	
37.	Does your company agree to the following statement? [Yes/No] "Our company executives (e.g., portfolio manager, chief investment officer, company president, etc.) will meet with the DCP Board to answer questions and provide periodic updates (as necessary)."	
ORGANIZATIONAL STRENGTH		
38.	Provide a breakdown of your firm's total assets under management segmented between retail and institutional and asset class (i.e., equity, fixed income, balanced, or multi-asset/other).	
39.	Provide a breakdown of your firm's total assets under management segmented by passive and active management.	
40.	Provide the annual revenue and net income for 2016, 2017, and 2018:	
41.	Provide the number of clients to whom you currently offer investment management services for the Institutional Product you are proposing.	
42.	Provide a list of representative public sector clients for which your company provides investment services. Provide the following information for each public sector client you currently have: <ul style="list-style-type: none"> - name of public sector client - dollar amount for assets your company is managing for public sector client - experience (in years) that your company has worked with public sector client 	
43.	Describe the firm's approach to risk management, the measurement of risk, and analytical tools used to monitor risk.	
44.	Discuss your business continuity plan.	
45.	Will any portion of this contract be outsourced or subcontracted to other companies? If so, indicate what percentage and whether these entities are domestic or foreign-domiciled.	
46.	If you answered YES to the prior question, provide the following information for each subcontractor who will receive more than 5% of the total fee proposed for this RFP: <ul style="list-style-type: none"> - part of contract being subcontracted - name of subcontractor - is this a domestic or non-US company? - contact name for the subcontractor - contact's title - mailing address for subcontractor - business address (if different from mailing address) - business telephone number 	

	<ul style="list-style-type: none"> - subcontractor's registration # and/or license #, if applicable - description of work to be subcontracted - reason for subcontracting - percent of total contract to be subcontracted - dollar amount to be subcontracted - subcontractor's work experience (in years) and level of responsibility - experience (in years) that your firm has worked with subcontractors for the services being subcontracted - identify if subcontractor is a MBE, WBE, LBE, SBE, EBE, or OBE 	
47.	Does your firm have a code of ethics? If so, please provide.	
48.	Is your firm GIPS compliant? If not, please comment on the rationale for not adopting GIPS.	
49.	Does your organization have a formal, written policy on proxy voting and engagement? If so, provide detail.	
REGULATORY AND CONTRACTUAL ACTIONS		
50.	In the past five years, has your company been the subject of any complaint filed with any state or federal regulatory agency or office? [Yes/No]	
51.	If you answered YES to prior question, please provide the following additional details in chronological order from most recent to oldest? <ul style="list-style-type: none"> - type of complaint filed - date you were notified of complaint - date the complaint was resolved - was the complaint filed with a state or federal regulatory agency or office? - provide details regarding the complaint - describe the final outcome of the complaint 	
52.	In the past five years, has your company had a license to do business, an agent/broker license or any other license revoked or suspended? [Yes/No]	
53.	If you answered YES to prior question, please provide the following additional details in chronological order from most recent to oldest? <ul style="list-style-type: none"> - item revoked (license to do business, agent/broker license/other insurance license) - was the item revoked or suspended? - date of revocation or suspension - date revocation or suspension ended - provide details regarding the revocation or suspension - describe the final outcome 	
54.	Has your company ever been reprimanded or otherwise cited by a regulatory agency? [Yes/No]	

55.	<p>If you answered YES to prior question, please provide the following additional details in chronological order from most recent to oldest?</p> <ul style="list-style-type: none"> - was your company reprimanded or cited? - date you were reprimanded/cited - reason for reprimand/citation - provide details for reprimand/citation - describe the final outcome of the reprimand/citation 	
56.	<p>In the last five years, has your company been sued or had other legal action initiated by clients? [Yes/No]</p>	
57.	<p>If you answered YES to prior question, please provide the following additional details in chronological order from most recent to oldest?</p> <ul style="list-style-type: none"> - was your company sued or what other legal action was brought against your company? - date you were sued or notified of other legal action - date the suit or other legal action was resolved - provide details regarding the suit or legal action - describe the final outcome of the suit or legal action 	
58.	<p>In the last five years, has your company sued or taken other legal action against a client? [Yes/No]</p>	
59.	<p>If you answered YES to prior question, please provide the following additional details in chronological order from most recent to oldest?</p> <ul style="list-style-type: none"> - what type of legal action did your company initiate against a client? - provide contact information for the entity sued or challenged - date your lawsuit or legal action was filed - date the suit or other legal action was resolved - provide details regarding the suit or legal action - describe the final outcome of the suit or legal action 	
60.	<p>In the last five years, has your company or its subsidiaries ever filed or been petitioned into bankruptcy or insolvency or has your company ever made any assignment for the benefit of your creditors? [Yes/No]</p>	
61.	<p>If you answered YES to prior question, please provide the following additional details in chronological order from most recent to oldest?</p> <ul style="list-style-type: none"> - define whether your company or its subsidiaries ever 1) file for bankruptcy/insolvency, 2) been petitioned into bankruptcy/insolvency, and/or 3) made any assignment for the benefit of your creditors - date for the filing, petition, and/or assignment - provide details regarding the filing, petition, and/or assignment 	
62.	<p>Does your company have any potential or perceived conflict of interest involving relationships your company may have with the city's current or prospective service providers, governing authorities, advisors, or other interested parties? [Yes/No]</p>	
63.	<p>If you answered YES to prior question, please describe the nature of the relationship(s).</p>	

64.	Does your company have any current arrangements with any lobbyist representing your company? [Yes/No]	
65.	If you answered YES to prior question, please describe the nature of the relationship(s) and the manner in which compensation or fees would be shared with lobbyist(s).	
66.	Does your company have any agents representing your company? [Yes/No]	
67.	If you answered YES to prior question, please describe the nature of the relationship(s) and the manner in which compensation or fees would be shared with agent(s).	
REFERENCES (the City reserves the right to contact the references provided)		
68.	Provide contact information for your company's three largest public sector defined contribution clients: Client Name: Current Asset Amount: Contact Name: Address: Phone Number for Contact Person: Email Address for Contact Person: Year Your Company Started Providing Client Services: Contract Services Provided (2-3 sentences):	
INVESTMENT EXPERIENCE		
69.	Provide the inception date of the proposed Institutional Product.	
70.	List number of clients and assets invested in the proposed Institutional Product as of March 31, 2019?	
71.	List client gains and losses (in terms of count and dollars) in the proposed Institutional Product for the past five calendar years.	
72.	Provide the proposed Institutional Product's largest account and median account size.	
73.	List the number of staff and key portfolio team members on the strategy.	
74.	Provide brief biographies of the key individuals identified in the prior question including credentials, years of experience in the industry, with the firm, and on the proposed Institutional Product.	
75.	Detail recent gains and losses of investment team personnel associated with the proposed strategy.	
76.	Is the strategy sub-advised? Provide details on the subadvisor if so.	
77.	List the proposed vehicle type and provide fund/product identification codes (e.g. cusip), if appropriate.	
78.	What was the inception year for the vehicle?	

79.	Provide the amount of assets and number of Clients currently in the vehicle.	
80.	Provide detail on how often is the fund valued and/or a unit price struck, when is the fund valued, and any other relevant details regarding unit pricing.	
81.	Please describe the fund's official redemption policy, including any withdrawal terms and restrictions.	
INVESTMENT APPROACH		Required of:
82.	Provide a detailed description of the style/process/philosophy for this investment strategy: Please ensure that you cover: <ul style="list-style-type: none"> • Research Process and Analysis; • Portfolio Construction, including risk controls; • Implementation, including any buy/sell disciplines; • Who makes the key decisions at each stage of the process; and • Sub-Management Agreements (if any) • How you expect to add value (for actively managed strategies) 	All proposers
83.	What is the strategy's benchmark?	All proposers
84.	What is the strategy's estimated capacity? At what level of assets in this strategy would you start to restrict inflows?	All proposers
85.	For all proposers, describe how your investment capabilities are distinctive with regards to the proposed Institutional Product.	All proposers
86.	Does your strategy employ currency hedging? If so, provide details and indicate whether there is any maximum percentage of portfolio allowable in currency hedging.	All proposers
87.	How often does your strategy use equity futures and/or options? Provide detail if so.	All proposers
88.	Describe the risk management processes your firm uses to minimize volatility and other risks within your portfolios. Your response should address both the overall portfolio and individual underlying investments.	All proposers
89.	Describe, if applicable, the utilization of securities lending in your product. Indicate the percentage of the fund that participates in securities lending, the additional return generated by securities lending in each of the past three calendar years, and the split of the earnings resulting from securities lending between the fund and the securities lending provider.	All proposers
90.	Please indicate who manages the securities lending collateral pool and the fees associated with such management.	All proposers
91.	Will your firm strike the net asset value (NAV) for the Fund? [Yes/No]	All proposers
92.	If you answered NO to prior question, please explain the process by which this typically occurs in similar circumstances.	All proposers
93.	For passive strategies, describe your indexation process with regards to each proposed strategy. Comment on whether the strategy uses replication or sampling among other items.	All Passive products
94.	For passive strategies, comment on degree of tracking error relative to benchmark that your proposed strategies have exhibited over the past 7 years and what your future expectation of tracking error will be.	All Passive products

95.	For active strategies, provide expected excess return and tracking error over a 3- to 5-year period (numbers should be annualized and you may provide a range).	All active products
96.	For active strategies, is the principal security selection technique: fundamental; quantitative; technical; blend, or other?	All active products
97.	For active strategies, what has the strategy's average cash position been over last 5 years (%)?	All active products
98.	For active strategies, does the strategy allow shorting? If so, describe.	All active products
99.	For all equity products for the period ending 3/31/2019, provide sector breakdown for the proposed Institutional Product and the Benchmark. Energy (%) Materials (%) Industrials (%) Cons Disc (%) Cons Staples (%) Health Care (%) Financials (%) Real Estate (%) Info Tech (%) Telecom Services (%) Utilities (%) Cash (%)	All equity products
100.	For equity strategies, provide the market capitalization range for the strategy (i.e., minimum and maximum cap sizes).	All equity products
101.	For equity strategies, what is the strategy's expected annual turnover (defined as the lesser of purchases and sales divided by the average market value)?	All equity products
102.	For all equity products, what are the following characteristics for the proposed Institutional Product and benchmark? Number of Stocks Typically Held (you may enter a range) Market cap bias relative to benchmark Dividend Yield as of 3/31/2019 Price to Earnings Ratio as of 3/31/2019 Price to Book Ratio as of 3/31/2019 Median Market Capitalization (\$US millions) as of 3/31/2019 Average Market Capitalization (\$US millions) as of 3/31/2019 5 year Earnings/Share Growth	All equity products
103.	Please enter the following characteristics for the proposed Institutional Product as of 3/31/2019. Number of Issues / Securities Yield to Maturity (%) Years to Maturity Current Yield (%) Average Coupon (%) Average Quality Effective Duration (yrs) Average Convexity	All bond products

<p>104.</p>	<p>Please enter sector allocations for the proposed Institutional Product as of 3/31/2019.</p> <p>US Treasury US Gov't. Agency Municipal Corporate - Industrials Corporate - Utilities Corporate - Financials Non-Corporate Mortgage Asset-Backed Non-Dollar Cash Equivalents</p>	<p>All bond products</p>
<p>105.</p>	<p>Typical Duration Distribution Please enter the percentage allocations in each of the following duration bands of a typical portfolio over a complete market cycle.</p> <p>0 to 1 year (%) 1 to 3 years (%) 3 to 5 years (%) 5 to 7 years (%) Over 7 years (%)</p>	<p>All bond products</p>
<p>106.</p>	<p>Quality Please enter the percentage allocations for a typical portfolio in each of the following credit qualities.</p> <p>Government Guaranteed (%) AAA (%) AA (%) A (%) BBB (%) BB (%) B (%) Below B (%) Not Rated (%) Total 0</p>	<p>All bond products</p>
<p>107.</p>	<p>For active core plus bond strategies, indicate sources of expected value-add.</p> <p>Duration Management (%) Yield Curve Positioning (%) Sector Selection (%) Credit/Quality Weightings (%) Security Selection (%) Arbitrage and Spread Anomalies (%) Other (%)</p>	<p>Active Core Plus Bond</p>
<p>108.</p>	<p>Provide the structure of a typical portfolio</p> <p>Maximum Duration % above benchmark Maximum Duration % below benchmark Sector Decision</p>	<p>Active Core Plus Bond</p>

	<p>Minimum Issue Quality Minimum Average Quality Maximum Allocation to BB or below (%) Maximum Allocation to International Bonds (%) Estimated Capacity (millions) i.e. at what level of assets in this strategy would you start to restrict inflows? in Currency</p>	
109.	For core plus bond strategies, does your firm employ a proprietary ratings system? Provide details.	Active Core Plus Bond
110.	For core plus bond strategies describe the utilization, if any, of non-dollar, emerging market, and non-investment grade securities in your investment management products. Provide maximum exposure allowed in your investment guidelines to each of these categories.	Active Core Plus Bond
111.	For core plus bond strategies, describe your internal credit quality research capabilities.	Active Core Plus Bond
112.	<p>Please enter the following characteristics for a typical portfolio. For values that vary with market conditions, please enter a recent value.</p> <p>Number of Stocks Typically Held (you may enter a range) and number of stocks held as of 3/31/2019 Typical market cap bias relative to benchmark Typical primary factor bias relative to benchmark Typical secondary factor bias relative to benchmark Typical beta of a portfolio (you may enter a range) Typical active share (you may enter a range). Active Share is calculated by taking the sum of the absolute value of the differences of the weight of each holding in the portfolio versus the weight of each holding in the benchmark and dividing by two.</p>	Active Developed Int'l Products
113.	<p>For the period ending 3/31/2019, provide geographic breakdown</p> <p>UK Europe ex UK (Developed) Japan Pacific ex Japan (Developed) Emerging Markets Other Developed Markets Cash</p>	Active Developed Int'l Products
114.	<p>For active developed international products, what are the expected sources of value-add relative to the benchmark?</p> <p>Market Selection (%) Currency Allocation (%) Factor/Style Tilts (%) Use of Cash/Market Timing (%) Industry/Sector Allocation (%) Stock Selection (%) Other (%)</p>	Active Developed Int'l Products
115.	For active international equity managers, what is the maximum percentage allowable in emerging markets equities?	Active Developed Int'l Products

INVESTMENT PERFORMANCE		
116.	Provide historical performance for the proposed product for the longest time period available or last ten years on a gross and net of fee basis. Please ensure that the history of returns is continuous. Provide any relevant details on the performance numbers supplied:	
117.	Please provide a description of the account used for representative performance including asset size of representative account or composite and number of portfolios in the composite.	
118.	Are the returns for this track record compliant with GIPS or other recognized performance standards? [Yes/No], and has the track record been independently verified?	
PORTFOLIO TRANSITION		
119.	Describe the process and key steps you would propose associated with the transition of the existing DCP mutual fund investment to your proposed Institutional Product. Are there any blackout dates required as part of this transition?	
ADMINISTRATIVE REPORTING		
120.	What are your reporting capabilities with respect to Trustees/Third-Party Administrators?	
121.	Confirm that you can provide daily unit value reporting to the trustee and Third-Party Administrator. [Yes/No]	
122.	Confirm that you can monthly or quarterly statements to the City, its consultants, trustee, and Third-Party Administrator. [Yes/No]	
123.	Confirm that you will attend and present, at your own cost, reports of investment reviews and organizational updates to the Board, staff, and the DCP consultant. [Yes/No]	
124.	Describe the assistance your firm can provide with participant communications including fact sheets describing the nature and performance of your investment offering for use with DCP participants.	
FEES		
125.	Provide the expected total annual operating expenses for the proposed Institutional Product if your firm were to be awarded this mandate. Provide a detailed breakout of these fees including management fees paid directly to your firm for discretionary management in addition to subadvisor fees, acquired fund fees, and operating expenses. Indicate how long these fees are guaranteed.	
126.	Is there a minimum account size or a minimum fee for the account? If so, explain.	
127.	Are investment fees and other operating expenses deducted directly from the Account (i.e., a net NAV product)? [Yes/No]	
128.	Discuss any entry or exit (i.e., redemption) fees associated with the proposed vehicle.	

129.	Do fees for the vehicle proposed include custody costs? [Yes/No]	
FEE AND GUARANTEES		
130.	Please indicate whether your firm will offer the City a Most Favored Nations provision.	
ADDITIONAL INFORMATION		
131.	Provide any additional information your firm believes is essential to the evaluation of your proposal. If there is no additional data your company wishes to present, state the following: "There is no additional data we wish to present."	

After completing the RFP questionnaire, please ensure that you have attached all required documents, samples, and reports.

SECTION 4

PROPOSAL FORMAT AND SUBMISSION REQUIREMENTS

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

4.0 ADDENDUM(A)

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

4.1 IN WRITING

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

4.2 COVER LETTER

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

4.3 BEST OFFER

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

4.4 AUTHORIZED SIGNATURES

Proposals must be signed by a duly authorized officer eligible to sign contract documents and authorized to bind the company to all commitments made in the proposal. A non-officer individual, with the authority to bind the Proposer to a contract, is sufficient to sign all applicable documents for the purpose of this RFP. Consortiums, joint ventures, or teams submitting proposals will not be considered responsive unless it

is established that all contractual responsibility rests solely with one Proposer or one legal entity. The proposal must identify the responsible entity.

4.5 NUMBER OF PROPOSAL COPIES REQUIRED

Proposers are required to submit:

- **One (1) original written proposal** sent to the City of Los Angeles proposal delivery address which includes all required responses to **Part A** and **Part B**, with all documents **signed in ink**;
- **One (1) original written proposal** sent to the City of Los Angeles proposal delivery address with attention to the **Part B** contact person and which includes all required responses to **Part B**, with all documents **signed in ink**;
- **Two (2) copies of the written proposal** sent to the City of Los Angeles proposal delivery address which includes all required responses to **Part A only**;
- **One (1) copy of the written proposal** sent to Mercer Investment which includes all required responses to **Part A only**; and
- **Four (4) electronic (USB drive) copies** of your **Part A** and **Part B** in Adobe PDF, Microsoft Word, and/or (questionnaire only) Microsoft Excel formats: three to the City of Los Angeles proposal delivery address one of which will be clearly labeled for the **Part B** Contact Person, and one to Mercer Investment.

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

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

4.6 ELECTRONIC (USB DRIVE) SUBMISSION

In addition to the written copies of the proposal, Proposers are required to provide a copy of the proposal in Adobe PDF, Microsoft Word, and/or (questionnaire only)

Microsoft Excel format on a USB flash drive. Redacted versions should be sent separately and **identified** as such. The USB flash drive containing the proposal versions should be labeled with the firm name and title of this RFP and placed in a sealed envelope with the firm's name written across the front of the envelope and attached or affixed inside the front cover of the original RFP response.

4.7 INFORMATION REQUESTED AND NOT FURNISHED

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

4.8 ALTERNATIVES

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

4.9 PROPOSAL ERRORS

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

4.10 PROPOSAL CLARIFICATION

The City reserves the right to request Proposers at any phase of the evaluation process to clarify information provided in RFP responses including clarification of assumptions used in the RFP response. All clarifications must be coordinated in writing with, authorized by, and made by the City Contract Administrator. Clarifications must be submitted in writing by the requested deadline, otherwise the RFP response will be deemed non-responsive or evaluated without the benefit of the clarification requested.

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

4.11 WAIVER OF MINOR ADMINISTRATIVE IRREGULARITIES

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

4.12 INTERPRETATION AND CLARIFICATIONS OF RFP REQUIREMENTS

The City will consider prospective recommendations or suggestions regarding any requirements before the Pre-Proposal Conference. All recommendations or suggestions must be in writing and submitted to the City Contract Administrator. The City reserves the right to modify or amend any and all requirements of the RFP. All amendments will be posted as an addendum to the RFP in LABAVN.

4.13 PROPOSAL SUBMISSION DEADLINE

Timely submission of proposals is the sole responsibility of the Proposer. The City reserves the right to determine the timeliness of all submissions. The proposals, including all hard copies, redacted copies and electronic copies of the final proposals and proposal questionnaire must be received by the City Contract Administrator, Devon Muir of Mercer Investment Consulting, and the Part B contact person at the published location and by the published due date included with this RFP.

City Contract Administrator

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

Consultant

Mercer Investment
Attention: Devon Muir, CFA, Principal
333 S 7th St, Suite 1400
Minneapolis, MN 55402
devon.muir@mercerc.com

Part B Contact Person

Personnel Department, Administrative Services Division
Attention: Michael Daco

By 3:00 P.M. Pacific Standard Time on _____, 2019.

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

4.14 LATE PROPOSALS

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

4.15 COST OF RFP

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

4.16 WITHDRAWAL OF PROPOSALS

Proposer may withdraw a submitted proposal in writing at any time prior to the Proposal Submission Deadline. A written request, signed by an authorized representative of the proposer, must be submitted to the City Contract Administrator. After withdrawing a previously submitted proposal, the proposer may submit another proposal at any time up to the Proposal Submission Deadline.

4.17 SELECTION OF VENDOR

The proposer with the highest score based on the RFP criteria and that also satisfies all City contracting requirements will be recommended for selection. Selection is not restricted to the lowest offer or bid. Should contract negotiations not be successful with the selected proposer, the City may, based on its exclusive discretion, negotiate with the next most qualified proposer.

4.18 REJECTION OF PROPOSALS

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

4.19 RFP WITHDRAWAL, CANCELLATION, OTHER OPTIONS

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

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

The City reserves the right to verify all information in the proposal. If the information cannot be verified, the City reserves the right to reduce the rating points awarded. The City reserves the right to require a pre-award interview and/or site inspection.

4.20 CONTRACT EVALUATION PROGRAM

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

4.21 LOBBYING LAW COMPLIANCE

Proposers bidding for a contract, as defined in Los Angeles Administrative Code Section 10.40.1, shall submit with their bid, the Bidder Certification Form CEC 50 as prescribed by the City Ethics Commission acknowledging and agreeing to comply with the disclosure requirements and prohibitions established in the Los Angeles Municipal Lobbying Ordinance.

This ordinance serves to identify persons engaged in compensated lobbying activities aimed at influencing decisions of City government. Additional information regarding these restrictions may be obtained from the City Ethics Commission at (213) 978-1960 or <http://ehtics.lacity.org/>.

4.22 CAMPAIGN CONTRIBUTIONS

Proposers are subject to Charter Section 470(c)(12) and related ordinances. As a result, Proposers may not make campaign contributions to and or engage in fundraising for certain elected City officials or candidates for elected City office from the time they submit the Proposal until either the contract is approved or, for successful Proposers, twelve months after the contract is signed. The Proposer's principals and subcontractors performing \$100,000 or more in work on the contract, as well as the principals of those subcontractors, are also subject to the same limitations on campaign contributions and fundraising.

Proposers must submit CEC Form 55, provided in Part B materials, to the awarding authority at the same time the Proposal is submitted. The Form requires Proposers to identify their principals, their subcontractors performing \$100,000 or more in work on the contract, and the principals of those subcontractors. Proposers must also notify their principals and subcontractors in writing of the restrictions and include such notice in contracts with subcontractors. Proposals submitted without a completed CEC Form 55 shall be deemed non-responsive. Proposers who fail to comply with City law may be subject to penalties, termination of Contract and debarment. Additional information regarding these restrictions and requirements may be obtained from the City Ethics Commission at (213) 978-1960 or <http://ethics.lacity.org/>

4.23 BUSINESS INCLUSION PROGRAM REQUIREMENTS (BIP)

It is the policy of the City to provide Minority Business Enterprise (MBE), Women Business Enterprise (WBE), Small Business Enterprise (SBE), Emerging Business Enterprise (EBE), Disabled Veteran Business Enterprise (DVBE), and all Other Business Enterprise (OBE) concerns an equal opportunity to participate in the performance of all City contracts. Proposers will assist the City in implementing this policy by taking all reasonable steps to ensure that all available business enterprises, including MBEs, WBEs, SBEs, EBEs DVBEs and OBEs, have an equal opportunity to compete for, and participate in, City contracts. Equal opportunity will be determined by the Proposer's BIP outreach documentation, as described in Part B and the Business Inclusion Program for this RFP. Participation by MBEs, WBEs, SBEs, EBEs, DVBEs and OBEs may be in the form of subcontracting. Proposers must refer to the Business Inclusion Program attachment to this RFP for additional information and instructions. BIP outreach must be performed using the Business Assistance Virtual Network (www.labavn.org). A Proposer's failure to utilize and complete their BIP Outreach as described in Part B will result in their proposal being deemed non-responsive and shall disqualify the proposal from further consideration in the evaluation process. **Schedule A of the Business Inclusion Program requirements is required to be submitted even if a Proposer does not receive any response from sub-contractors to its solicitation. The Schedule A form is NOT available and cannot be submitted electronically on LABAVN where the outreach is conducted; a hardcopy, as provided in the Standard Provisions, must be printed and submitted with original signatures by the proposal submission deadline. Please note this RFP's published deadline for submitting the BIP Summary Sheet on www.labavn.org.**

4.24 LOCAL BUSINESS PREFERENCE PROGRAM ORDINANCE

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

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

If applicable, Proposers may choose to complete and upload the Local Business Certification Affidavit of Eligibility available on the City' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to the Proposal Submission Deadline. The City may request supporting documentation to verify qualification for designation as a Local Business. Only those Proposers who apply and qualify for a Local Business designation (or otherwise qualify by using a qualified Local Subcontractor) by the RFP due date will be made eligible for additional points that can be awarded under the ordinance.

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

4.25 CONFIDENTIALITY

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

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

The Contractor must not remove Confidential Information or any other documents or information used or reviewed in connection with the Contractor's work for the City from City facilities without prior approval from the City. At no cost to the City the Contractor will, at the conclusion of services, or at the request of the City, promptly return in an organized manner that preserves and protects the documentation, any and all Confidential Information and all other written materials, notes, documents, or other information obtained by the Contractor during the course of work under the contract. The Contractor will not make or retain copies of any such information, materials or documents. The Contractor and its employees, agents, and subcontractors may have access to confidential employee personnel information; misuse of such information may adversely affect the subject individual's privacy rights and may violate various federal and State statutes. The Contractor will implement reasonable and prudent measures to keep secure employee personnel information accessed by its employees, agents, and subcontractors during the performance of services. The Contractor will advise its employees, agents, and subcontractors of this confidentiality requirement.

The Contractor shall disclose the intent to use any service provider outside the continental United States of America to handle any aspect of the work within the scope of services, and shall describe to the City's satisfaction the methods, which will be utilized to protect the City's interests and confidentiality of City records and information

in doing so. The City reserves the right to approve any such service provider throughout the term of the contract at its sole and absolute discretion.

Any breach of security that occurs through Contractor's website, offices or network shall require Contractor to be responsible for notifying City and all applicants affected by such breach. Contractor shall also be responsible for all costs associated with such notification. The Contractor shall indemnify the City for any breaches of its security and the improper disclosure of confidential information.

4.26 GOVERNMENT TAXATION FORMS

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

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

4.27 ON-LINE SUBMISSION OF REQUIRED DOCUMENTS

4.27.0 Equal Benefits Ordinance

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

All Proposers shall complete and upload the Equal Benefits Ordinance Affidavit (two (2) pages) available on the City's Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract, the value of which exceeds \$25,000. The Equal Benefits Ordinance Affidavit shall be effective for a period of twelve months from the date it is first uploaded onto the City's BAVN. Proposers do not need to submit supporting documentation with their bids or proposals. However, the City may request supporting documentation to verify that the benefits are provided equally as specified on the Equal Benefits Ordinance Affidavit.

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

4.27.1 First Source Hiring Ordinance

Unless approved for an exemption, contractors under contracts used primarily for the furnishing of services to or for the City and that involve an expenditure in excess of \$25,000 and a contract term of at least three (3) months, and certain recipients of City Loans or Grants, shall comply with the provisions of Los Angeles Administrative Sections 10.44, et seq., First Source Hiring Ordinance

(FSHO). Proposers shall refer to the City's "First Source Hiring Ordinance" included in Attachment B for further information regarding the requirements of the Ordinance. The First Source Hiring Ordinance Compliance Affidavit shall only be required of the Proposer that is selected for award of a contract.

4.27.2 Slavery Disclosure Ordinance

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

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

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

4.27.3 Disclosure of Border Wall Contracting Ordinance (DBWCO)

Any contract awarded pursuant to this RFP is subject to the disclosure requirements of the Disclosure of Border Wall Contracting Ordinance (DBWCO), LAAC Section 10.50 et seq. Proposers shall complete and submit a DBWCO Affidavit to www.labavn.org prior to contract execution.

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

4.27.4 Disclosure of Contracts and Sponsorship of the National Rifle Association (NRA) Ordinance

Any contract awarded pursuant to this RFP is subject to the disclosure requirements of the Disclosure of Contracts and Sponsorship of the National Rifle Association (NRA) Ordinance, LAAC Section 10.52 et seq. Proposers shall complete and submit the NRA Affidavit to www.labavn.org prior to contract execution.

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

4.28 AMERICANS WITH DISABILITIES ACT

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

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

4.29 FAIR CHANCE INITIATIVE FOR HIRING ORDINANCE

City contractors and subcontractors with ten or more employees are prohibited under Los Angeles Administrative Code Section 10.48 from seeking a job applicant's criminal history information until a job offer is made and from withdrawing a job offer unless the employer performs an assessment of the applicant's criminal history and the duties of the position (contractors and subcontractors must also comply with State requirements regarding the use of criminal history information in the job application process). Contractors and subcontractors are required to include information regarding the ordinance in all job solicitations and advertisements and to post notices informing job applicants of their rights. Additional information and forms may be found at the Department of Public Works, Bureau of Contract Administration website at <http://bca.lacity.org/>.

4.30 IRAN CONTRACTING ACT OF 2010

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

4.31 BOND ASSISTANCE PROGRAM

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

SECTION 5

EVALUATION OF PROPOSALS

5.0 REVIEW PROCESS

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

5.0.0 Preliminary Review – Level One

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

5.0.1 Proposal Evaluation - Level Two

Employee Benefits Division staff with assistance from the DCP investment consultant have been designated by the Board to evaluate and score the technical competence of all proposals and generate recommendations for selection to the Board. All written responses to the RFP questionnaire will be considered and evaluated. The award of the contract is subject to successful negotiation of the terms and conditions of an agreement.

5.0.1.0 Written Responses

All written responses to the RFP questionnaire will be considered and evaluated.

5.0.1.1 Possible Engagement Exercise

The City reserves the right to engage Qualified Proposers to participate in an unscored engagement exercise with the proposal raters only. The engagement exercise will be narrowly focused on discussing specific topics included within the evaluation categories of the RFP. The exercise will occur on a date to be determined by the City. The engagement exercise will address in more substantive detail certain topics included within the Scope of Services of this RFP. Proposers will receive more detailed information with respect to the background, details, and questions for each topic immediately preceding the engagement exercise. Proposers will not be permitted to clarify or enhance written responses to the written portion of the RFP; or otherwise discuss any other component of their

RFP response or interest in securing business with the City. The engagement exercise is a uniquely scored component of the RFP consistent with all other topics and sub-topics comprising the scored written responses to the RFP.

5.1 REVIEW CRITERIA

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

EVALUATION CATEGORY	WEIGHT
ORGANIZATIONAL BACKGROUND	5.0%
ORGANIZATIONAL STRENGTH	5.0%
REGULATORY AND CONTRACTUAL ACTIONS	5.0%
INVESTMENT EXPERIENCE	15.0%
INVESTMENT APPROACH	15.0%
INVESTMENT PERFORMANCE	20.0%
PORTFOLIO TRANSITION	2.5%
ADMINISTRATIVE REPORTING	2.5%
FEES	27.5%
PERFORMANCE/FEE GUARANTEES	2.5%
TOTAL-->	100%

5.2 PROPOSAL PROTEST

5.2.0 Level One - Preliminary Review

Proposer may file a protest regarding disqualification at the Level One review. A Notice of Protest must be filed in writing and submitted to the Contract Administrator within five (5) calendar days of the notification of disqualification date. The Notice of Protest must clearly state the grounds for the protest and the facts on which they are based. The Personnel Department General Manager will respond to a protest within 15 calendar days of receiving it. The decision of the Personnel Department General Manager will be final.

5.2.1 Level Two - Award of Contract Recommendation

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

Personnel Department staff will respond to a protest, in writing, within 20 calendar days of receiving it. Findings and/or recommendations will be submitted to the Board of Deferred Compensation Administration and the decision of the Board will be final.

SECTION 6

GENERAL TERMS & CONDITIONS

6.0 PROPERTY OF CITY/PROPRIETARY MATERIAL

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

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

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

6.1 PRE-AWARD NEGOTIATIONS

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

6.2 EXECUTION OF CONTRACT

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

Any contract made pursuant to this RFP must be accepted in writing by the Proposer. If for any reason Proposer should fail to accept the contract in writing, then the Proposer may be deemed non-responsive and the City may commence contract negotiations with another Proposer.

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

6.3 AMENDMENTS/MODIFICATIONS/CHANGE ORDERS

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

6.4 PRIME CONTRACTOR

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

6.5 SUBCONTRACTORS/JOINT VENTURES

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

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

6.5.0 Copies of Subcontractor Agreements

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

6.6 SUPPLIER PERFORMANCE FEEDBACK MEETINGS

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

6.7 REPLACEMENT OF CONTRACTOR'S STAFF

The City reserves the right to have the Contractor replace any contract personnel with equally or better qualified staff upon providing written notice to Contractor. In addition,

the City reserves the right to approve in advance any changes in project personnel or levels of commitment by the Contractor to the project.

6.8 CONTRACTOR'S ADDRESS

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

6.09 TERM & OPTION TO RENEW

The term of any contract(s) established pursuant to this RFP shall be for the period identified in the RFP Introduction. The City reserves the right in its sole discretion to seek an extension of the term of the contract.

6.10 STANDARD CONTRACT PROVISION REQUIREMENTS

Please carefully review the information contained in the City of Los Angeles Requirements and Checklist (Part B), including the Standard Provisions for City Contracts (Rev. 10/17). Compliance with these requirements and submission of necessary forms is **mandatory** at the time of submission of a proposal, prior to award of contract, or both. Accordingly, the City reserves the right to declare as non-responsive and reject any proposals in which information is requested and is not furnished or when a direct or complete answer is not provided. These requirements will be discussed in detail at the Pre-Proposal Conference.

6.11 GOVERNING LAW

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

6.12 CALIFORNIA STATE SALES TAX

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

6.13 CALIFORNIA STATE BOARD OF EQUALIZATION PERMIT

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

6.14 FEDERAL EXCISE TAXES

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

6.15 PERIODIC INDEPENDENT AUDIT

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

6.16 FINANCIAL AUDIT

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

6.17 PROPOSER BACKGROUND INFORMATION

Proposers must submit contact information as requested in the Proposal Questionnaire.

6.18 PROPOSER SIGNATURE DECLARATION

Proposer shall provide a Signature Declaration as requested in the Proposal Questionnaire.

Investment Mandate	Active or Passive	Incumbent Manager	Inception Date	5-Year End Date	Assets	Search Vehicle & Status
Bank Deposit Account	n/a	East West Bank	10/1/14	9/30/19	\$171 million	Institutional Manager Procurement only (COMPLETED)
Bank Deposit Account	n/a	Bank of the West	10/1/14	9/30/19	\$171 million	
Bank Deposit Account	n/a	Vacant	n/a	n/a	n/a	
Investment Mandate	Active or Passive	Incumbent Manager	Inception Date	5-Year End Date	Assets	Search Vehicle & Status
INSTITUTIONAL MANAGER PROCUREMENT ONLY						
Stable Value	n/a	Galliard Stable Value	7/1/15	6/30/20	\$1.1 billion	Institutional Manager Procurement only (IN PROCESS)
MUTUAL FUND SEARCH ONLY						
Mid-Cap Value Equity	Active	RidgeWorth Mid-Cap Value Equity	3/20/15	3/19/20	\$96 million	Mutual Fund Search only (IN PROCESS)
Mid-Cap Growth Equity	Active	Voya Mid-Cap Opportunities	3/20/15	3/19/20	\$96 million	Mutual Fund Search only (IN PROCESS)
Small-Cap Value Equity	Active	DFA Small-Cap Value	3/20/15	3/19/20	\$131 million	Mutual Fund Search only (IN PROCESS)
Small-Cap Growth Equity	Active	Hartford Small-Cap Growth HLS	3/20/15	3/19/20	\$131 million	Mutual Fund Search only (IN PROCESS)
International Small-Cap Equity	Active	Brandes International Small-Cap Equity	6/26/15	6/25/20	\$105 million	Mutual Fund Search only (IN PROCESS)
International Emerging Markets Equity	Active	DFA Emerging Markets Core Equity	6/26/15	6/25/20	\$105 million	Mutual Fund Search only (IN PROCESS)
COMBINED INSTITUTIONAL MANAGER PROCUREMENT & MUTUAL FUND SEARCH						
Core Bond Passive	Passive	Vanguard Total Bond Market Index	6/26/15	6/25/20	\$287 million	Institutional Manager Procurement and Mutual Fund Search (PENDING RFP ISSUANCE)
Core Bond Active	Active	Natixis Loomis Sayles Core Plus Bond	10/14/14	10/31/19	\$287 million	Institutional Manager Procurement and Mutual Fund Search (PENDING RFP ISSUANCE)
Large-Cap Core Equity	Passive	Vanguard Institutional Index	6/26/15	6/25/20	\$2.3 billion	Institutional Manager Procurement and Mutual Fund Search (PENDING RFP ISSUANCE)
Mid-Cap Core Equity	Passive	Vanguard Mid-Cap Index	6/26/15	6/25/20	\$192 million	Institutional Manager Procurement and Mutual Fund Search (PENDING RFP ISSUANCE)
Small-Cap Core Equity	Passive	Vanguard Small-Cap Index	6/26/15	6/25/20	\$130 million	Institutional Manager Procurement and Mutual Fund Search (PENDING RFP ISSUANCE)
International Equity	Active	MFS Institutional International Equity	6/26/15	6/25/20	\$401 million	Institutional Manager Procurement and Mutual Fund Search (PENDING RFP ISSUANCE)

**PROPOSED TIMELINE:
2019 DCP CORE MENU INVESTMENT MANAGEMENT SERVICES RFP**

FUND PROVIDER SEARCH COMPONENT	TARGET COMPLETION DATE
Consultant/Staff Develop RFP for DCP Core Investment Management Services	April-May 2019
Board Approves RFP for DCP Core Menu Investment Management Services	May 21, 2019
Staff to Issue RFP for DCP Core Menu Investment Management Services	June 2019
DCP Core Menu Investment Management Services RFP Mandatory Pre-Proposal Conference	July 2019
DCP Core Menu Investment Management Services RFP Responses Due	July 2019
Board Makes Decisions Regarding DCP Core Menu Investment Management Service Providers	October - December 2019
DCP Core Menu Investment Management Services Contracts Development and Execution	March - June 2020
DCP Core Menu Investment Management Services Begin	July 1, 2020

PLEDGE FORM REGARDING CONFLICT OF INTEREST, CONFIDENTIALITY AND PROPOSER COMMUNICATIONS

**City of Los Angeles Deferred Compensation Plan (DCP)
Request for Proposal for Stable Value Fund Investment Management Services**

As a participant in either the evaluation or decision-making process for the above-referenced procurement processes for the DCP, I hereby assert the following:

1. I recognize it is my responsibility to act in accordance with ethical standards to assure the integrity of all Request for Proposals (RFP) evaluation and execution processes and to provide a fair and objective process for interested vendors by (a) evaluating vendor proposals based solely on the information contained in the proposals, without regard to any other factor, and (b) making decisions in the best interests of the DCP and its participants using only the City's and Board of Deferred Compensation Administration's (Board's) adopted policies/practices relative to procurements, the specific criteria set forth in the RFP, the analysis and recommendation of the review panel, and the Board Report(s) regarding the procurement.
2. I do not have a financial or other interest, nor does any member of my immediate family have a financial or other interest, in the outcome of the selection process or in any proposer or known subcontractor or their representatives.
3. I will bring to the attention of the Board and Personnel Department staff any potential conflict of interest matter, including but not limited to conflict of current or previous employment or business relationships with a proposer or known subcontractor, immediately upon becoming aware of such matter and will comply with applicable legal requirements, which may include, among other things, complete withdrawal from the selection process should I have a conflict of interest.
4. I agree that I will not meet or otherwise communicate privately with employees, representatives or registered lobbyists of any actual or potential bidder regarding RFPs for investment management services through the rendering of a final contract award, with the purpose or result of engaging in a conversation materially related to the vendor's securing business from the City's DCP. I understand that this provision does not limit my ability to acquire information from or otherwise communicate with staff.
5. If participating in the evaluation of vendor proposals as part of the rating panel, I agree to maintain strict confidentiality of the proposal evaluation and rating and the security of all documents pertaining thereto, and not to hold discussions nor divulge/accept information on any aspect of the evaluation of proposals outside the authorized participants in the proposal evaluation process until the results of the evaluation are made public.

Board/Staff Member Signature:

Signed: _____ Date: _____

Print Name: _____

PLEDGE FORM REGARDING CONFLICT OF INTEREST, CONFIDENTIALITY AND PROPOSER COMMUNICATIONS

**City of Los Angeles Deferred Compensation Plan (DCP)
Request for Proposal for DCP Core Menu Investment Management Services**

As a participant in either the evaluation or decision-making process for the above-referenced procurement processes for the DCP, I hereby assert the following:

1. I recognize it is my responsibility to act in accordance with ethical standards to assure the integrity of all Request for Proposals (RFP) evaluation and execution processes and to provide a fair and objective process for interested vendors by (a) evaluating vendor proposals based solely on the information contained in the proposals, without regard to any other factor, and (b) making decisions in the best interests of the DCP and its participants using only the City's and Board of Deferred Compensation Administration's (Board's) adopted policies/practices relative to procurements, the specific criteria set forth in the RFP, the analysis and recommendation of the review panel, and the Board Report(s) regarding the procurement.
2. I do not have a financial or other interest, nor does any member of my immediate family have a financial or other interest, in the outcome of the selection process or in any proposer or known subcontractor or their representatives.
3. I will bring to the attention of the Board and Personnel Department staff any potential conflict of interest matter, including but not limited to conflict of current or previous employment or business relationships with a proposer or known subcontractor, immediately upon becoming aware of such matter and will comply with applicable legal requirements, which may include, among other things, complete withdrawal from the selection process should I have a conflict of interest.
4. I agree that I will not meet or otherwise communicate privately with employees, representatives or registered lobbyists of any actual or potential bidder regarding RFPs for investment management services through the rendering of a final contract award, with the purpose or result of engaging in a conversation materially related to the vendor's securing business from the City's DCP. I understand that this provision does not limit my ability to acquire information from or otherwise communicate with staff.
5. If participating in the evaluation of vendor proposals as part of the rating panel, I agree to maintain strict confidentiality of the proposal evaluation and rating and the security of all documents pertaining thereto, and not to hold discussions nor divulge/accept information on any aspect of the evaluation of proposals outside the authorized participants in the proposal evaluation process until the results of the evaluation are made public.

Board/Staff Member Signature:

Signed: _____ Date: _____

Print Name: _____