

REQUEST FOR PROPOSAL

**Investment Management Services
City of Los Angeles Deferred Compensation Plan
CITY OF LOS ANGELES
Personnel Department - Employee Benefits Division
On behalf of the Board of Deferred Compensation Administration**

Date Issued **xxxxxxx**

TITLE: **INVESTMENT MANAGEMENT SERVICES FOR THE
CITY OF LOS ANGELES DEFERRED COMPENSATION
PLAN**

INITIAL RFP TERM: **Five (5) years**

OPTIONAL PRE-PROPOSAL CONFERENCE:

xxxxxxx
City Hall
200 North Spring Street, Room 805
Los Angeles, CA 90012
_____ a.m. – ____ a.m.

PROPOSAL DELIVERY ADDRESS:

City Hall
200 North Spring Street, Room 867
Los Angeles, CA 90012

DEADLINE FOR SUBMITTING PROPOSAL: **xxxxxxx at 4:00 p.m.**
DEADLINE FOR SUBMITTING BIP NOTIFICATIONS TO SUBCONTRACTORS:
**xxxxxxx at 4:00 p.m. (ONLY FOR INVESTMENT MANAGERS PROPOSING
SEPARATE ACCOUNTS OR COLLECTIVE INVESTMENT FUNDS)**

CONTRACT ADMINISTRATOR:

Steven Montagna, Plan Manager
Phone (213) 978-1621
Email: steven.montagna@lacity.org

FOR RFP QUESTIONS:

Natasha Gameroz
Assistant Plan Manager
Phone (213) 978-1617
Email: natasha.zuvich@lacity.org

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SECTION 1

INTRODUCTION/ BACKGROUND

A. DEFINITIONS

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

“The Board” shall mean the City of Los Angeles Board of Deferred Compensation Administration.

“The City” shall mean the City of Los Angeles.

“Collective Investment Fund” or “Commingled Fund” shall mean a trust created and administered by a bank or trust company that commingles assets from multiple clients and generally is regulated by the Office of the Comptroller of the Currency.

“Contract Effective Date” shall mean the date established as the date services by the Contractor will begin to be performed.

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

“Candidate” shall mean respondent to this RFP

“Database or Mercer GIMD®” refers to the Mercer Global Investment Manager Database, a resource for electronic submission of responses to a portion of the questions included in this RFP.

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

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

“Fund of Funds” shall mean custom asset allocation portfolios designed by the Plan to provide broad asset class exposure to participants.

“RFP” shall mean this Request for Proposal.

“Separate Account” shall mean an account held at the City of Los Angeles Deferred Compensation Plan’s custody bank managed by an investment manager which has entered into an investment management agreement with the Plan that, among other things, establishes the manager is a fiduciary with regards to the assets it manages.

B. SERVICES

The City is seeking qualified investment managers to manage certain components blended Fund of Funds investment options that will be introduced in the City’s Deferred Compensation Plan (“the Plan”) in approximately October-December 2012. Active equity investment managers are currently being sought in the following categories:

Asset Class	Benchmark
Mid-Cap Value Equity	Russell Mid-Cap Value
Mid-Cap Growth Equity	Russell Mid-Cap Growth
Small-Cap Value Equity	Russell 2000 Value
Small-Cap Growth Equity	Russell 2000 Growth
Developed Int’l Equity	MSCI EAFE
Int’l Small-Cap Equity	MSCI EAFE Small-Cap
Emerging Int’l Equity	MSCI EM

The City of Los Angeles Deferred Compensation Plan is a non-qualified tax-deferred 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.

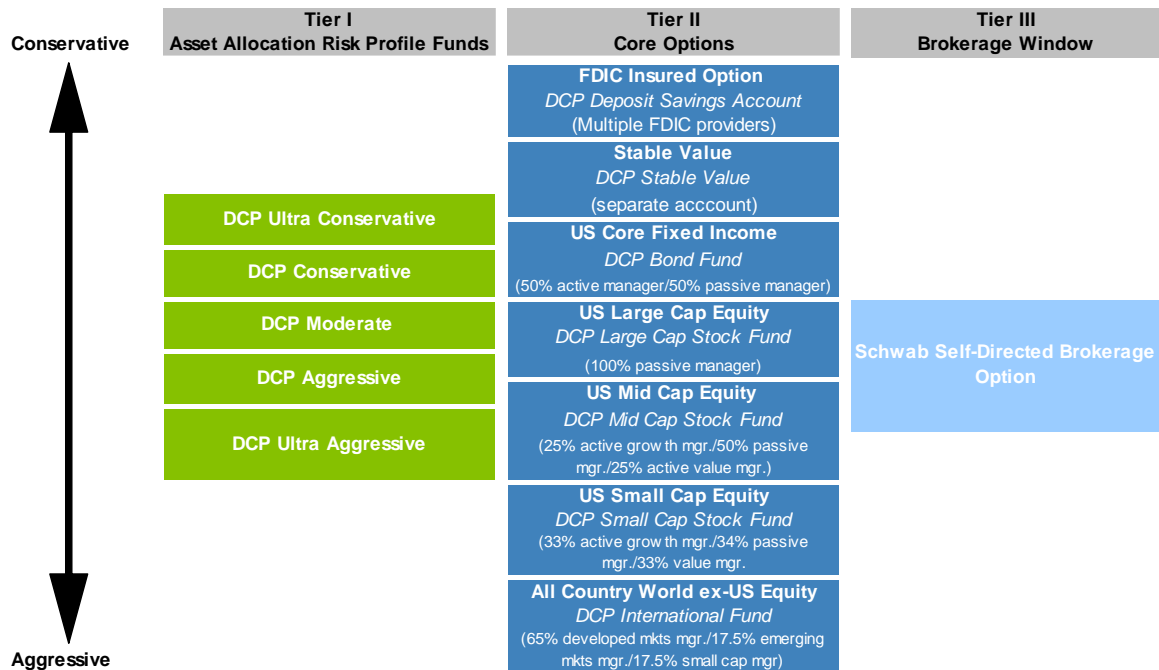
The City currently contracts with a single firm, Great-West Retirement Services (“Great-West”) to provide all recordkeeping, enrollment and communications services for the Plan. *It should be noted that the Plan does not use revenue sharing to offset administrative costs of its third-party administrator.*

The Board independently selects the investment options for the Plan, all of which are administered by Great-West. These options are held as mutual funds, variable annuities, separate accounts and commingled trusts.

As of 06/30/11, the City’s Plan had \$3,291,260,250 in assets and 40,318 participants. More detailed information regarding the Plan is included in the Plan’s 2010 Annual Report, available at the Plan website at http://www.lacity.org/per/DeferredComp/Deferred_Comp_RFP.htm.

As of June 2011, the Plan had 11 mutual or Commingled Fund options, 2 Separate Accounts, 5 custom risk profile portfolios (comprising funds from the core lineup), 1 discontinued cash option, and a brokerage window. Total Plan assets were approximately \$3.3 billion. In 2007, the Board of Deferred Compensation Administration began the process of restructuring the Plan’s core investment options. The core elements of the restructure included 1) reducing

the number of core investment options through the use of Fund of Funds; and 2) branding funds by asset class rather than a name selected by an investment provider. The intent of these initiatives is to promote investment option transparency and better decision making by participants. The Board is presently in the process of implementing the investment menu transition. The new core funds will also be used as underlying constituents of the DCP Risk Profile Funds. As part of the transition, the City will need to establish relationships with US Mid Cap (value and growth), US Small Cap (value and growth) and international (developed markets, emerging markets, and international small cap) equity managers to manage sleeves of the respective Fund of Funds options. Acceptable investment vehicles may be in the form of mutual funds, Collective Investment Funds, or Separate Accounts held at the City's custody bank. Candidates may choose to propose one or more strategies if they believe they meet the qualifications outlined in this document. A schematic of the Plan's future investment structure follows.



The final phase of implementing this redesign includes developing the following three Plan-branded Fund of Funds:

DCP International Stock Fund

The objective of this fund is to provide DCP participants with non-U.S. equity exposure thereby enhancing participant diversification opportunities. The primary investments will include non-U.S. stocks of developed and emerging

market countries within all market capitalizations and the source of returns are expected to come from capital gains and dividend income. Currently, the Plan has two international investment options: the Fidelity Diversified International Fund and the DWS EAFE Equity Index Institutional Fund. This fund will be composed of the following:

- *Developed Markets (65%) strategy TBD – MSCI EAFE Index benchmark (see Section 2 Scope of Services for further detail)*
- *Emerging Markets (17.5%) strategy TBD – MSCI Emerging Markets Index (see Section 2 Scope of Services for further detail)*
- *International Small-Cap Manager (17.5%) strategy TBD – MSCI EAFE Small Cap Index (see Section 2 Scope of Services for further detail)*

DCP Mid-Cap Stock Fund

The objective of this fund is to provide participants with diversification within the mid cap equity market segment. The primary investments will include domestic stocks with market capitalizations that are similar to those of stocks found in Russell Midcap Index. The total portfolio should exhibit characteristics of a core equity investment style, including price/earning and price/book ratios similar to that of the Russell Midcap Index. Currently, the Plan's mid-cap stock providers are Vanguard Mid Cap Index Institutional and Lazard Mid Cap Institutional. Effective during the first quarter of 2012, assets with the Lazard Mid Cap Institutional will be mapped to the Vanguard Mid Cap Index. This fund will be composed of the following:

- *Passive Manager (50%) – Vanguard Mid Cap Index Institutional*
- *Growth Manager strategy TBD (25%) – Russell Midcap Growth Index benchmark (see Section 2 Scope of Services for further detail)*
- *Value Manager strategy TBD (25%) – Russell Midcap Value Index benchmark (see Section 2 Scope of Services for further detail)*

DCP Small-Cap Stock Fund

The objective of this fund is to provide participants with diversification within the small cap equity market segment. The primary investments will include domestic stocks with market capitalizations that are similar to those of stocks found in the Russell 2000 Index. The total portfolio should exhibit characteristics representative of a core equity investment style, including price/earnings and price/book ratios similar to the Russell 2000 Index. Currently, the Plan's small-cap stock provider is SSgA Russell Small Cap Index NL Fund – S. This fund will be composed of the following:

- *Passive Manager (34%) – [Give specific description of what looking for]*
- *Growth Manager strategy TBD (33%) – Russell 2000 Growth Index benchmark (see Section 2 Scope of Services for further detail)*

- Value Manager strategy TBD (33%) – Russell 2000 Value Index benchmark (see Section 2 Scope of Services for further detail)

If asset values were derived from mapping current investments (as of 6/30/2011) to this new line-up, hypothetical asset values would be as follows.

TIER ONE – RISK PROFILES		
Investment Option	Underlying Investments	Actual assets as of 6/30/2011
DCP Ultra-Conservative	Blend of Core Funds	\$18 million
DCP Conservative	Blend of Core Funds	\$47 million
DCP Moderate	Blend of Core Funds	\$147 million
DCP Aggressive	Blend of Core Funds	\$127 million
DCP Ultra-Aggressive	Blend of Core Funds	\$29 million
TIER TWO – CORE OPTIONS		
Investment Option	Underlying Investments	Hypothetical assets as of 6/30/2011
DCP FDIC-Insured Savings	3 Providers of FDIC-Insured Deposit Savings Accounts	\$300 million
DCP Stable Value Fund	1 Discretionary Stable Value Fund Manager (100%)	\$712 million
DCP Bond Fund	1 Active (50%), 1 Passive Manager (50%)	\$183 million
DCP Large-Cap Stock Fund	1 Passive Manager (100%)	\$1,145 million
DCP International Fund	1 Developed Markets (65%), 1 Emerging Markets (17.5%), 1 Small-Cap Manager (17.5%)	\$185 million
DCP Mid-Cap Stock Fund	1 Passive (50%), 1 Active Value (25%), 1 Active Growth Manager (25%)	\$88 million
DCP Small-Cap Stock Fund	1 Passive (34%), 1 Active Value (33%), 1 Active Growth Manager (33%)	\$135 million
TIER THREE – BROKERAGE WINDOW		
Investment Option	Underlying Investments	Actual assets as of 6/30/2011
Self Directed Brokerage Option	Securities	\$174 million

Applying the new fund structures' target weights to these hypothetical values results in possible mandate sizes¹ for the current searches of:

Asset Class	Benchmark	Estimated value (\$)
Mid-Cap Value Equity	Russell Mid-Cap Value	\$22 mm

¹ Given that these are participant-directed defined contribution assets, proposers are advised that actual mandate sizes may be less or greater than these hypothetical figures; the Plan cannot dictate the investment allocations made by individual participants.

Asset Class	Benchmark	Estimated value (\$)
Mid-Cap Growth Equity	Russell Mid-Cap Growth	\$22 mm
Small-Cap Value Equity	Russell 2000 Value	\$45 mm
Small-Cap Growth Equity	Russell 2000 Growth	\$45 mm
Developed Int'l Equity	MSCI EAFE	\$120 mm
Int'l Small-Cap Equity	MSCI EAFE Small-Cap	\$32 mm
Emerging Int'l Equity	MSCI EM	\$32 mm

For more information regarding the Plan's investment menu and objectives, please review the DCP Investment Policy Statement at <http://per.lacity.org/DeferredComp/PlanGovernanceDocs.htm>.

C. CONTRACT TERM

The term of any Contract(s) established pursuant to this RFP shall be for an initial period of five years from the Contract effective date as provided for by the final Contract.

D. PROCUREMENT PROCESS

In order to ensure the efficient review of each vendor's relative strengths and weakness, responses to questions posed in Section 3 of this RFP can be submitted electronically to the Board's consultant, Mercer Investment Consulting and its Mercer Global Investment Manager Database ("GIMD®") which serves as a repository for investment manager information, commonly requested as part of procurements related to investment manager services. Candidates proposing mutual funds need only ensure that their firm and proposed strategy details are entered and up-to-date in GIMD by the applicable Proposal Submission Deadline. Candidates proposing Separate Accounts or Collective Investment Funds, in addition to submitting information into GIMD or in writing as detailed in Section 3, Part II "Organizational Qualifications," also will need to submit additional information detailed in Section 3, Part I, "Background Information" by the Proposal Submission Deadline. Mercer Investment Consulting will review **all** Commingled Fund and Separate Account submissions as well as mutual fund information submitted in GIMD, applying the search criteria as set forth by the Board in this RFP. Proposers currently providing information to Mercer GIMD may wish to review the information and revise accordingly prior to the Proposal Submission Deadline to ensure that the evaluation criteria outlined in this RFP is fully addressed. Section 3 of this RFP provides more information on how to input responses into GIMD prior to the Proposal Submission Deadline.

Proposals requiring the execution of a contract, including proposals for separate accounts, and commingled funds, **are required to demonstrate compliance with the City's General Contracting Requirements.** The

submission requirements for such proposals are described in Section 6 of this RFP and in Exhibit 1.

E. PRE-PROPOSAL CONFERENCE – *Optional for mutual fund companies and Investment Managers proposing Separate Accounts or Collective Investment Funds*

A pre-proposal conference will be held to receive questions from prospective Proposers regarding this RFP. The conference has been scheduled for **xxxxxxx**, **at xxxxx a.m.** Potential bidders may participate by physically attending or by calling in.

If you intend to participate you must pre-register by contacting Natasha Gameroz at (213) 978-1617 or via email at natasha.zuvich@lacity.org no later than xxxxx at xxxx Pacific Standard Time. The City will provide a call-in number at that time for those interested in participating by telephone.

The purpose of the conference is to clarify the contents of this RFP, **with a particular emphasis on the City’s General Contracting requirements.** At the conference, City staff will review the RFP document and respond to questions regarding the requirements of the RFP. City staff will not provide assistance regarding a proposer’s individual project design. **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.

To the extent possible, proposers should provide questions in writing prior to the conference. The deadline to provide questions is **xxxxxxx**. This will enable the City to prepare responses in advance. Specific questions concerning the RFP should be submitted in writing to Natasha Gameroz at natasha.zuvich@lacity.org. Please identify the RFP title on the subject line of your message. Additional questions may be accepted at the conference. However, responses may be deferred and posted online as addenda to the RFP at a later date. To ensure the fair and consistent distribution of information, all questions will be answered by and distributed at the Optional Pre-proposal conference and available online.

The conference may help satisfy applicable provisions of the City’s Business Inclusion Program requirements (see “Exhibit I: General Contracting Requirements: Attachment 8: Business Inclusion Program,” for further details regarding the Business Inclusion Program).²

² **Americans With Disabilities Act** - As covered under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodations to ensure equal access to its Proposals, programs, services, and activities. If an individual with a disability requires accommodations to attend a Pre-Proposal Conference, site examination, or Proposal opening, please contact the Contract Administrator at least five working days prior to the scheduled event.

F. QUESTIONS REGARDING THE RFP

Questions regarding the RFP should be sent (via U.S. mail, fax, or electronically - all are acceptable) to Natasha Gameroz at natasha.zuvich@lacity.org. Questions for this RFP may be sent at any time prior to the RFP due date, although they are preferred to be received prior to **xxxxxxx**, so that responses can be provided during the pre-bid conference. The City will make every effort to respond to all written questions as soon as practical. Written questions should identify the RFP section and page number, or the relevant General Contracting provision, for each question submitted. Responses to questions, or any other changes to or interpretation of the RFP, will be posted on the Plan's website at www.labavn.org. Any such changes or interpretations shall become a part of said RFP and may be incorporated into any Contract awarded pursuant thereto.

To ensure the fair and consistent distribution of information, all questions will be answered strictly on the website. No individual responses will be provided. The website will be updated on a regular basis to ensure prompt communication of information regarding the RFP.

G. PROPOSAL DEADLINE

All responses to the questions and Mercer GIMD questionnaire should be received by **xxxxx**. Changes to submissions after the deadline will not be evaluated with regards to this RFP.

Proposals Requiring the Execution of a Contract (i.e., those proposing Separate Accounts or Commingled Funds) – A portion of the response to this RFP must be submitted on paper, and a portion may be submitted electronically on the Mercer Database or on paper, as specified further in this RFP. That portion which is required to be submitted on paper must be received by the RFP Contract Administrator no later than **xxxxxxx** Pacific Standard Time on **xxxxxxxxx**. **Late responses will not be considered and will be returned unopened.** The City reserves the right to extend the submission deadline should this be in the interest of the City.

H. PLAN AUTHORITY

The Board of Deferred Compensation Administration (“the Board”) administers the City of Los Angeles Deferred Compensation Plan. The nine-member Board includes three elected employee representatives from the Los Angeles City Employees’ Retirement System (“LACERS”), Fire and Police Pension System (“Pensions”), and Department of Water and Power Retirement Plan (“DWP Retirement”); the LACERS General Manager; the Pensions General Manager; the DWP Retirement Plan Manager; a Certified Union Representative; a retired participant representative; and the General Manager Personnel Department. The

Board has administrative responsibility, including Contract authority, for the Deferred Compensation Plan.

I. CITY ADMINISTRATIVE STAFF

1. Personnel Department Staff
The Personnel Department's Employee Benefits Division provides primary staff support for the Deferred Compensation Plan. Employee Benefits staff perform the following functions:
 - Develop policy and plan design recommendations
 - Function as liaison to the Board's consultant
 - Administer all plan-related Contracts; and
 - Facilitate all aspects of employee participation in the plans

2. City Attorney Staff
The Office of the City Attorney provides legal support for both programs in Contract/RFP review and ensuring compliance with Federal law on administrative functions such as beneficiary claims, Qualified Domestic Relations Order (QDRO) preparation, etc.

J. PROPOSAL SCHEDULE

<u>Event</u>	<u>Date</u>
Request for Proposals Released	xxxxxxx
Questions for RFP Requested by	xxxxxxx
Pre-Register for Pre-Proposal	xxxxxxx, at xxxxxx
Pre-Proposal Conference	xxxxxxx, at xxxxxx
BIP Deadline Date	xxxxxxx, at xxxxxx
Proposal Due Date	xxxxxxx, at xxxxxx

SECTION 2

SCOPE OF SERVICES

The selected investment managers will assume fiduciary status for Plan assets managed under their care, unless they are SEC-registered mutual fund managers, and adhere to investment guidelines either agreed upon with the Plan or contained in their respective governing documents (if working with mutual funds or Collective Investment Funds).

Specific services required include:

- Investing assets remitted to the manager's investment account by Plan participants in accordance with stated mandate;
- Managing liquidity of the account to ensure daily liquidity;
- Providing on a periodic basis financial reporting of the investment account's performance and activity;
- Meeting with the Board and Staff in person as requested;
- Providing quarterly reporting to the Board;
- Providing participant communication materials (e.g., fact sheets) or assisting other service providers in the generation of such materials
- If a mutual fund or Commingled Fund, providing accurate pricing of marketable securities and calculation of income accruals;
- If a mutual fund or Commingled Fund, reporting daily NAVs to the Plan's Third Party Administrator, Great-West, by 7pm EST (4pm PST) via fax or FTP;
- If a mutual fund or Commingled Fund, maintaining settlement of T+1 in accordance with NSCC policies and procedures (non-NSCC positions will be reported daily by Investment Manager via email or by other mutual agreed upon medium).

Minimum Requirements/Investment Guidelines of the US Mid-Cap Growth Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;
- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, Commingled Fund, or Separate Account;
- Historical risk, return, and portfolio characteristics that are consistent with a mid-cap growth investment (e.g., high correlation with the Russell Midcap Growth Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);
- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase

- reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the Russell Midcap Growth Index and that of comparable strategies offered in the marketplace
- Greater than \$250 million in assets in the strategy

Minimum Requirements/Investment Guidelines of the US Mid-Cap Value Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;
- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, Commingled Fund, or Separate Account;
- Historical risk, return, and portfolio characteristics that are consistent with a mid-cap value investment (e.g., high correlation with the Russell Midcap Value Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);
- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase
 - reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the Russell Midcap Value Index and that of comparable strategies offered in the marketplace
- Greater than \$250 million in assets in the strategy

Minimum Requirements/Investment Guidelines of the US Small-Cap Growth Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;
- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, commingled trust, or separate account;
- Historical risk, return, and portfolio characteristics that are consistent with a small-cap growth investment (e.g., high correlation with the Russell 2000

Growth Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);

- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase
 - reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the Russell 2000 Growth Index and that of comparable strategies offered in the marketplace
- Greater than \$250 million in assets in the strategy

Minimum Requirements/Investment Guidelines of the US Small-Cap Value Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;
- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, Commingled Fund, or Separate Account;
- Historical risk, return, and portfolio characteristics that are consistent with a small-cap value investment (e.g., high correlation with the Russell 2000 Value Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);
- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase
 - reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the Russell 2000 Value Index and that of comparable strategies offered in the marketplace
- Greater than \$250 million in assets in the strategy

Minimum Requirements/Investment Guidelines of the Developed Markets International Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;

- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, Commingled Fund, or Separate Account;
- Historical risk, return, and portfolio characteristics that are consistent with an international equity investment (e.g., high correlation with the MSCI EAFE Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);
- Emerging markets equity allocation which historically has averaged less than 25% of assets;
- Limited allocation to US equities
- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase
 - reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the MSCI EAFE Index and that of comparable strategies offered in the marketplace
- Greater than \$1 billion in assets in the strategy

Minimum Requirements/Investment Guidelines of the Emerging Markets Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;
- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, Commingled Fund, or Separate Account;
- Historical risk, return, and portfolio characteristics that are consistent with an international equity investment (e.g., high correlation with the MSCI Emerging Markets Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);
- Limited developed markets international and US equity allocations
- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase
 - reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the MSCI Emerging Market Index and that of comparable strategies offered in the marketplace
- Greater than \$250 million in assets in the strategy

Minimum Requirements/Investment Guidelines of the International Small-Cap Equity Strategy

- A well-defined investment process compatible with the investment objectives of the Plan (as described in the Investment Policy Statement) that has been offered for at least three years;
- A verifiable track record that demonstrates consistent adherence to the stated investment approach;
- Accessibility in an appropriate investment vehicle for the Plan such as a daily valued mutual fund, Commingled Fund, or Separate Account;
- Historical risk, return, and portfolio characteristics that are consistent with a international equity investment (e.g., high correlation with the MSCI EAFE Small Cap Index, median market cap within proximity to the benchmark, key ratios exhibiting similar characteristics, etc.);
- Well diversified which may be indicated by the following characteristics:
 - generally greater than 30 holdings
 - no more than 5% in any one issue at purchase
 - reasonable allocation to various sectors relative to the benchmark's respective sector weights
- Net-of-fee performance that is generally competitive over long-term periods when compared to the MSCI EAFE Small Cap Index and that of comparable strategies offered in the marketplace
- Greater than \$250 million in assets in the strategy

SECTION 3

PROPOSAL

QUESTIONNAIRE

Part I – Background Questions – Separate Account and Collective Investment Fund proposals only

Responses to questions included within the first section of this questionnaire must be submitted on paper by the RFP due date, along with any documents required to be submitted pursuant to the City's General Contracting Requirements and Section 4 of this RFP, "Submission Requirements."

Part II – Organizational Qualifications – All Proposers

To ensure that the City's Plan can accurately assess and compare the Candidates' relative strengths and weakness, the Board has retained the services of Mercer Investment Consulting ("Mercer"). Mercer has developed the Mercer Global Investment Manager Database which serves as a repository for investment manager information commonly requested as part of procurements related to investment services. The information in GIMD is based on Candidates' responses to a detailed questionnaire. Not all GIMD fields are required to be filled out for the purposes of this RFP, and a list of the required questions is provided in the Mercer GIMD Questionnaire section of this document. Answers to additional GIMD fields not contained in this document will have no bearing in the evaluation of proposals.

Mercer GIMD

Mercer GIMD can be accessed at <http://www.mercergimd.com>. Candidates not currently participating in the Database and who have not previously submitted a questionnaire response must visit the web site listed above and request access to submit information. Once access is granted, Candidates must complete the questionnaire and submit their RFP response to Mercer no later than the Proposal Submission Deadline. Candidates should anticipate that the questionnaire takes approximately 6-12 hours to complete, depending on staff and resource availability.

Candidates who already participate in GIMD and have submitted updated information through September 30, 2011 are required, no later than the Proposal Submission Deadline, to review their current submission for completeness and provide updates where necessary. Only information submitted to Mercer at the time of the Proposal Submission Deadline will be used to evaluate Candidates. Vendors who require assistance with login credentials or entering information into GIMD should contact gimdadmin@mercer.com.

PROPOSAL QUESTIONNAIRE

The RFP questions listed below are intended to solicit important background information about your firm and fully disclose the data points upon which Candidates will be evaluated. The City is not evaluating firms using any information other than what is included in this RFP. Responses to Mercer GIMD Questionnaire (questions provided in following in this document) will be scored, whereas the background questions are non-rated, as specified below.

RESPONSES TO QUESTIONS INCLUDED IN THE BACKGROUND AND ORGANIZATIONAL QUALIFICATIONS SECTIONS OF THIS RFP MUST BE SUBMITTED BY PROVIDERS PROPOSING SEPARATE ACCOUNTS AND COLLECTIVE INVESTMENT FUNDS AS PART OF YOUR FORMAL WRITTEN RESPONSE

Part I - BACKGROUND QUESTIONS – *Separate Accounts and Collective Investment Funds Only*

1. Provide a cover letter limited to no more than two pages. The cover letter must include the following:

- Title “Deferred Compensation Plan Investment Services RFP” and submission date
- Contact name of person authorized to represent Proposer
- 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 Number:
- Fax Number:
- E-mail Address:
- The following statement:

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

California that the foregoing is true and correct and I agree to the terms and conditions in this proposal.”

2. Enter your City Business License Number or Vendor Registration Number if available. A license or registration number is not required for your proposal but would be required prior to execution of a Contract. To obtain a Business Tax Registration Certificate (BTRC) or Vendor Registration Number call the Office of Finance at (213) 473-5901 and pay the respective business taxes. The address is as follows: City of Los Angeles, City Hall, Room 101, Office of Finance, 201 North Main Street, Los Angeles, CA 90012 – <http://www.lacity.org/finance/>).
3. Enter your company’s State of California Board of Equalization permit number. If you do not have this permit, please make a statement to this effect.
4. Provide a statement indicating that your firm will comply with the City of Los Angeles General Contracting Provisions attached to this RFP in Exhibit I, including the Standard Provisions Rev. 06/11. Please note that your statement does not relieve you from providing all of the documents required pursuant to the “Proposal Response Checklist.”
5. Please verify that you will be able to meet the required insurance coverages and that you will submit proof of such on the required City endorsement forms as a condition of execution of any final Contract (see Attachment 1, “Standard Provisions - Insurance Requirements,” for further details).
6. The City has determined 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 coverages and that you will submit proof of such pursuant to Exhibit 1, “General Contracting Requirements - Insurance Requirements,” for further details). Note that if the proposer is a sole owner company with no employees, the proposer can sign the City’s waiver of workers compensation. General Liability can also be obtained through the City’s SPARTA program for small contractors. Links to the City’s waiver form and SPARTA program from the City’s Risk Management website are provided as follows:

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

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

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

9. If any portion of the Contract is to be subcontracted, it must be clearly set forth as to the part(s) to be subcontracted, the reasons for the subcontracting and a listing of subcontractors. For each subcontractor proposed, provide the following information:
 - 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)
 - Telephone Number
 - Description of Work to be Subcontracted
 - Reason 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
 - Subcontractor a minority or women owned firm?
 - If subcontractors will not be utilized, so indicate here.

10. Please verify that you have completed all requirements pursuant to the City's Business Inclusion Program (BIP). Note that the City has anticipated participation levels for certain types of contracts, indicated as follows:

Small Businesses Enterprises	-	25%
Emerging Business Enterprises	-	8%
Minority-Owned Business Enterprises	-	18%
Women-Owned Business Enterprises	-	4%
Disabled Veteran Business Enterprises	-	3%

Please refer to “Exhibit I: General Contracting Requirements: Attachment 8: Business Inclusion Program” for additional information and instructions regarding sub-contracting and/or joint-proposals with firms that fall into one or more of the above categories. BIP outreach must be performed using the Business Assistance Virtual Network (www.labavn.org).

Failure to meet anticipated MBE/WBE/SBE/EBE/DVBE participation levels will not be the basis for disqualification or determination of non-compliance with this policy. However, failure to complete the outreach as specified in the policy will render the bid non-responsive and will result in its rejection.

11. Has your company been the subject of any complaint filed with any state or federal regulatory agency or office in the past five years? Has your company ever had a license to do business, an agent/broker license or any other insurance license revoked or suspended? Has your company ever been reprimanded or otherwise cited by a licensing agency? If any of these apply, please describe fully.
12. Disclose the extent to which your business has been sued, or had other legal action initiated by clients, within the last five years.
13. Identify and describe any past, pending or threatened judicial or administrative litigation (including lawsuits or protests) in which you have litigated against a client or prospective client, within the past five years, related to the type of services you are proposing. Indicate the reasons for the lawsuit/protest and the outcome. Provide contact information for the entity sued or challenged.
14. Describe any incident within the past five years in which your business has had a Contract terminated for default. Termination for default is defined as notice to stop performance due to your organization’s non-performance or poor performance and the issue was either not litigated or litigated and such litigation determined your organization to be in default. Submit full details of all termination for default experienced by your firm during the past five years including the other party’s name, address, telephone number and your firm’s position on the matter. The City will evaluate the facts and may, at its sole discretion, reject your firm’s proposal if the

facts discovered indicate that completion of a Contract resulting from this RFP may be jeopardized by selection of your firm. If your firm has experienced no termination for default in the past five years, so indicate.

15. Has your company or its subsidiaries ever filed or been petitioned into bankruptcy or insolvency or has your company ever made any assignment for the benefit of your creditors? If so, provide complete details.
16. Describe what procedures and policies you have in place to protect against, and provide disclosure of, any potential or perceived conflict of interest involving relationships your firm may have with service providers for which you may also be asked to conduct performance reviews or otherwise evaluate for the City's Plan. To what extent and under what circumstances do the individuals who would be directly servicing the City's account personally meet with service providers that could be actual or potential City clients?
17. Please provide a statement indicating that any information provided to the Mercer Global Investment Manager Database is current and accurate as of the RFP proposal deadline.

Part II - ORGANIZATIONAL QUALIFICATIONS - All Proposals

Fees proposed

For Candidates proposing Separate Accounts and Commingled Funds, please provide with your written response to this RFP the fee schedule for each strategy you are proposing. Fees will be evaluated as discussed in Section 5, Evaluation of Proposals. Candidates proposing investment vehicles that will require additional custody or other operating expenses should be aware that estimates of these incremental costs will be included with investment fees for evaluation purposes.

MERCER GIMD QUESTIONNAIRE

Firmwide information

About the firm

- 1) Provide the name of your investment management firm.
- 2) In what year was your firm founded?

- 3) Describe the legal structure of your firm.
- 4) Provide a brief overview of the firm (2-3 sentences maximum).
- 5) Provide a breakdown of your firm's total assets segmented between retail and institutional and asset class (i.e., equity, fixed income, balanced, or multi-asset/other).
- 6) Provide a breakdown of total staff. Provide the number of investment professionals in the following capacities:
 - Portfolio Managers
 - Analysts
 - Client Service/Marketing/Sales
 - Other investment professionals
 - Total investment professionals
- 7) List your firm's web site.
- 8) List your headquarters location(s).
- 9) Name the primary contacts for your firm.

Major owners

- 10) List your firm's major owners.
- 11) Relevant additional information regarding firm ownership

Offices

- 12) Please list all Office locations.
- 13) Provide the location of your primary US client service office.

People

- 14) Names and background information on key personnel.

Licenses

- 15) Firm licenses or registrations.

Firm History

- 16) Provide a brief history of the firm.

Assets under management

- 17) Assets under management breakdown by client type and asset class.

<i>Breakdown by client type</i>		
US assets (Count and \$)		
Institutional	Retail	Total US assets

Foreign assets (Count and \$)		
Institutional	Retail	Total foreign assets
Total assets (Count and \$)		
Institutional	Retail	Total assets
Breakdown of assets (\$ and %)		
Equity	Fixed	Other

Litigation

18) Has the Firm been involved in any litigation or been investigated by any regulatory authority? If so, please provide details.

Employee compensation

19) 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).

Employee bonding

20) Describe employee bonding arrangements which are aimed to retain investment professionals (e.g. deferred compensation arrangements contingent on continued employment with the firm, non-compete agreements, etc.).

Risk Management and Derivatives

- 21) Describe the firm's approach to risk management, the measurement of risk, and analytical tools used to monitor risk.
- 22) Describe the firm's policy on the use of derivatives.

Liability Insurance

23) Provide details including amounts and carriers for the following insurance coverage:

Insurance coverage type	Amount (\$)
Fiduciary Liability	
Errors and Omissions	
Directors and Officers	

24) Does the firm insure key employees?

Governance

- 25) Does your organization have a formal, written policy on proxy voting and engagement, and if so provide details.

Investment Products (Investment Strategy Background)

About the strategy

- 1) List the inception date of the proposed investment strategy.
- 2) What is the strategy's benchmark?
- 3) Is the strategy sub-advised?

Strategy process/style

- 4) Provide a detailed description of the style/process/philosophy for this investment strategy: Please ensure that you cover:
 - Research 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.

Team

- 5) List the number of staff and key team members on the strategy (max of 5).
- 6) Highlight recent gains and losses of investment team personnel associated with the proposed strategy.
- 7) Provide any other relevant details about team structure.

Strategy assets and client accounts

- 8) List number of clients and assets invested in the strategy.
- 9) List the strategy's client gains and losses (in terms of count and dollars) since 2008.
- 10) Provide the strategy's largest and median account size.

Strategy details – general

- 11) Is the principal security selection technique: fundamental; quantitative; technical; blend, or other?
- 12) Please provide expected excess return and tracking error over a 3-year period (numbers should be annualized and you may provide a range).
- 13) What is the strategy's estimated capacity? At what level of assets in this strategy would you start to restrict inflows?

- 14) Provide the market capitalization range for the strategy (i.e., minimum and maximum cap sizes).
- 15) What has the strategy's average cash position been over last 5 years (%)?
- 16) What was the strategy's highest and lowest cash position over last 5 years (%)?
- 17) What is the strategy's expected annual turnover (defined as the lesser of purchases and sales divided by the average market value)?
- 18) Will the strategy use currency hedging? [Yes/No]
- 19) If currency hedging is used, what percentage limits are there on such transactions?
- 20) What is the maximum percentage allowable in emerging markets equities?
- 21) How often does the strategy use equity futures and/or options?
[Never/Occasionally/Frequently]
- 22) Does this strategy allow shorting? [Yes/No]
- 23) Is this an alpha extension product (e.g. 130/30, 120/20 etc.)? [Yes/No]
 - Provide typical % of the portfolio in short positions (you may enter a range)
 - Provide typical % of the portfolio in long positions (you may enter a range)

Strategy details – characteristics of a typical portfolio

- 24) What is the number of stocks typically held? (you may enter a range)
- 25) What is the market cap bias relative to benchmark?
- 26) Does the strategy have a value or growth bias relative to benchmark?
- 27) What is the Portfolio's beta?
- 28) What is the current dividend yield?
- 29) What is the current price to earnings ratio?
- 30) What is the current price to book ratio?
- 31) What is the strategy's current average and median holding market capitalizations (\$ millions)?
- 32) What is the current 5-year earnings/share growth estimate?
- 33) For international funds, please enter percentage of portfolio allocation to each of the following geographies as of June 30, 2011 (also provide policy ranges):
 - UK
 - Europe ex UK
 - Japan
 - Pacific ex Japan
 - Emerging Markets
 - Other developed markets

Cash

Strategy details – portfolio construction

- 34) Please indicate the relative importance of the following factors in selecting assets to form portfolios. Your percentages should add to 100%.

Factor	%
Economic Themes	
Fundamental Research	
Quantitative Models	
Technical Analysis	
Market Psychology	
Other	
Total	100%

Strategy details - sources of value added

- 35) Please indicate the relative importance of the following sources of value added to your management of this strategy. Your percentages should add to 100%.

Source of value add	%
Factor/Style Tilts	
Use of Cash/Market Timing	
Industry/Sector Allocation	
Stock Selection	
Other	
Total	100%

Vehicle/fees

- 36) List the proposed vehicle type: (Mutual Fund, Commingled Fund, Separate Account)
- 37) Please enter any fund/product identification codes (e.g. ticker symbol, SEDOL, S&P ID and/or APIR) that relate to this vehicle, if appropriate.
- 38) Country of Domicile: United States
- 39) What was the inception year for the vehicle?
- 40) Provide the amount of assets and number of Clients currently in the vehicle.
- 41) How often is the fund valued and/or a unit price struck?
- 42) When is the fund valued? Please also provide any additional details regarding the unit pricing. For example, "the fund is priced every Monday at 2PM"
- 43) Please describe the fund's official redemption policy, including any withdrawal terms and restrictions.

- 44) If a purchase/redemption notification is provided at the start of the day will the fund transact units on the same day? [Yes/No]
- 45) By what time must notice be given in order to transact on a particular day?
- 46) Does this fund distribute income to investors? [Yes/No]
- 47) Is there an option to automatically reinvest distributions? [Yes/No]
- 48) If yes, how is income reinvested? For instance, is it through an adjustment to the unit price, issuing additional units, or another method? Please also provide details about the timing of the reinvestment.
- 49) Can the vehicle lend securities? [Yes/No]
- 50) Provide a description of securities lending practice, if relevant.
- 51) Describe custody arrangements, if any.

Performance

- 52) Provide historical performance for the proposed product. Please ensure that the history of returns is continuous. Provide any relevant details on the performance numbers supplied:
- 53) Please provide a description of the account used for representative performance:
[Mutual Fund/Bank collective trust/ Separate Account]
- 54) If representative account, what is its asset size?
- 55) Are the returns for this track record gross of fees? [Yes/No]
- 56) Do the returns for this track record include returns from another firm? [Yes/No]
If yes, what is the last quarter of prior firm data? What is the name of the prior firm?
- 57) What are the number of portfolios in the composite and provide dispersion statistics.
- 58) Are the returns for this track record compliant with GIPS or other recognized performance standards? [Yes/No]
- 59) Has compliance of this track record has been externally verified? [Yes/No]
- 60) If yes, provide the name of verifier, nature of verification, and the period of verification.
- 61) Provide a fee schedule for the proposed vehicle(s)
- 62) Is there a minimum account size or a minimum fee for the account? If so, explain.

- 63) Are investment fees and other operating expenses deducted directly from the Account? [Yes/No]
- 64) Discuss any entry or exit (i.e., redemption) fees associated with the proposed vehicle.
- 65) Are the asset levels at which these fees would be waived? (Is this a complete thought?) If so, please discuss.
- 66) Do fees for the vehicle proposed include custody costs? [Yes/No]

SECTION 4

GENERAL SUBMISSION REQUIREMENTS

*(SEPARATE ACCOUNTS AND
COLLECTIVE INVESTMENT
FUNDS ONLY)*

1. Proposal Format and Submission Requirements

Proposals shall be based only on the material contained in the Request for Proposal (RFP), mandatory pre-proposal conference responses, amendments, addenda and other material published by the City relating to the RFP. Proposers shall disregard all previous draft material and oral representations. Proposals shall be submitted in accordance with the requirements set in this RFP.

2. Proposal Format and Submission Requirements

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 glossy, not easily reproduced, awkward to store, or create unnecessary waste. **Do not submit your proposal in a hard-plastic punch binder.** Responses should be packaged/bound in a form easily stored and maintained to minimize the use of office space. Each response should have the bulk of its contents prepared on standard 8½ x 11 paper. Tabs and dividers may be used but proposers should avoid unnecessary use of non-recyclable plastic materials (e.g. plastic covers). Non-requested promotional materials, videos and over-sized materials should be avoided wherever possible except as otherwise requested within the RFP.

3. Eligible Proposers

Proposals will be accepted only from proposers that:

1. Are qualified to conduct business in the State of California;
2. If a corporation or limited liability company, the proposer must be in good standing with the Secretary of State;
3. Have not been determined to be non-responsible or been debarred by the City pursuant to the Contractor Responsibility Ordinance; and
4. Have not been debarred by the federal government, State of California or local government.

If the proposer has contracted with the State of California or the City of Los Angeles, it must not have an outstanding debt which has not been repaid or for which a repayment agreement plan has not been implemented. If it has contracted with the Department, it must not have an outstanding disallowed cost or other liability to the City.

4. 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 forms, appendices, specifications, drawings schematic diagrams and any technical

and/or illustrative literature. The City may deem a proposer non-responsive if the proposer fails to provide all required documentation and copies.

5. Cover Letter

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

6. 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. 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.

7. Proposal Submission Deadline

Proposals must be received by the deadline date and time as stipulated in the RFP. Timely submission of proposals is the sole responsibility of the proposer. The City reserves the right to determine the timeliness of all submissions.

8. Number of Copies Required

Proposers are required to submit one (1) original proposal with attachments signed in ink and three (3) copies of the proposal without attachments. 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 the California Public Records Act (See Section 3 Part II I don't see this material in this section. of this RFP), one (1) redacted copy of the proposal must also be submitted in addition to the original version and three copies with an explanation of the bases for the redactions. The City Attorney will determine whether such redactions are valid or permissible. 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. Sealed proposals are to be delivered to the address listed in this RFP no later than the stated proposal submission deadline (see the cover of this RFP).

9. CD or DVD

In addition to the hard copies of the proposal, proposers are required to provide a copy of the proposal in Microsoft Adobe PDF and Microsoft Word format on a CD or DVD (original and redacted). The CD or DVD containing the proposal should be labeled with the firm name and "Deferred Compensation Plan Investment Management Services 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 signature binder only.

10. Accuracy and Completeness

The proposal must set forth accurate and complete information as required in this RFP. Unclear, incomplete, and/or inaccurate documentation may not be considered. Falsification of any information may result in disqualification. If the Proposer knowingly and willfully submits false performance or other data, the City reserves the right to reject that proposal. If it is determined that a Contract was awarded as a result of false performance or other data submitted in response to this RFP, the City reserves the right to terminate the Contract. Unnecessarily elaborate or lengthy proposals or other presentations beyond those needed to give a sufficient, clear response to all the RFP requirements are not desired.

11. Information Requested and Not Furnished

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

12. Alternatives

Proposers 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.

13. Proposal Errors

Proposers are liable for all errors or omissions incurred by proposers in preparing the proposal, or supplements or addenda to proposals. Proposers will not be allowed to alter proposal documents after the due date for submission.

The City reserves the right to make corrections or amendments due to errors identified in any proposal by the City or the proposer. This type of correction or amendment will only be allowed for errors such as typing, transposition, or any other obvious error. Any changes will be dated and time stamped, and attached to the proposal. All changes must be coordinated in writing with, authorized by and made by the Contract Administrator.

14. Waiver of Minor Administrative Irregularities

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

15. Interpretation and Clarifications

The City will consider prospective recommendations or suggestions regarding any requirements before the mandatory pre-proposal conference. All recommendations or suggestions must be in writing and submitted to the Contract Administrator. The City reserves the right to modify or amend any and all requirements on any RFP.

16. Late Proposals

Late proposals will not be accepted and shall be returned to the proposer unopened.

17. Cost of RFP

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

18. Optional Materials/ Services

Proposers may offer materials and/or services directly related to the specifications within this RFP but not included in it which will enhance the performance of City Staff in the fulfillment of the goal(s) of this RFP. Optional materials/services must be clearly delineated as optional in the Proposal and separate pricing/cost identified as appropriate. These options may be included in the resultant Contract.

19. Interpretation and Clarifications

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 Contract Administrator. The City reserves the right to modify requirements on any RFP if it is in the best interest of the City.

SECTION 5

EVALUATION OF PROPOSALS

General Information

This RFP represents the initiation of a competitive process designed to obtain the services of the most competent bidder consistent with the City's general Contracting requirements. The City will follow the general guidelines below in evaluating those Proposals, selecting successful Contractors, and awarding Contracts.

The City shall have sole discretion over the evaluation of the Proposals. Proposals will be evaluated at two primary levels: Responsiveness to General Requirements (applicable to Separate Account and Collective Investment Fund proposals only) and Technical Competence.

A. Responsiveness to General Requirements – Separate Account and Collective Investment Fund proposals

A valid Proposal must be deemed responsive to the RFP. Responsiveness will be determined based on the following:

1. **General Contracting Requirements** – Proposers must agree to comply with, and where necessary demonstrate documented compliance with, all of the General Contracting Requirements included with this Request for Proposal. Failure to comply or to submit required documentation will result in the Proposal being deemed non-responsive.
2. **General Submission Requirements** - Any proposal which does not adhere to the RFP format as specified in Section 4, "General Submission Requirements," will be considered non-responsive and not subject to further evaluation.

B. Technical Competence – All Proposals

- 1) **Consultant Review** – The Plan's consultant will evaluate/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.
- 2) **Scoring of Proposals** - Evaluation of the Proposer's Technical Competence will correspond to the questions included in the questionnaire using the following weights and rating scales:

Rating Factors	Weights	Scale
----------------	---------	-------

ORGANIZATIONAL STRENGTH	14	70
Financial strength, ownership structure, asset base, depth of resources	6	30
Depth of personnel, retention and turnover, business continuity planning	6	30
Risk management	2	10
STRATEGY EVALUATION	36	180
Strength and consistency of investment process	8	40
Research capabilities	8	40
Team depth and resources	7	35
Portfolio construction	7	35
Risk controls	3	15
Capacity management	3	15
PERFORMANCE	30	150
FEES	20	100
TOTAL-->	100	500

SECTION 6

GENERAL TERMS & CONDITIONS

1. Americans with Disabilities Act

As a covered entity under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its proposals, programs, services and activities. If an individual with a disability requires accommodations to attend a mandatory pre-proposal conference, site examination, or proposal opening, please contact the Contract Administrator at least five working days prior to the scheduled event.

2. Withdrawal of Proposals

Proposers may withdraw submitted proposals in writing at any time prior to the specified due date and time. Faxed withdrawals will be accepted at fax number (213) 978-1623. A written request, signed by an authorized representative of the company, must be submitted to the Contract Administrator. After withdrawing a previously submitted proposal, the proposer may submit another proposal at any time up to the specified due date and time.

3. Award of Contract

Award of business will be made to the contractor(s) with the best combination of price, experience, and quality of service delivery. Awards are not restricted to the lowest offer or bid.

4. Rejection of Proposals

The City reserves the right to reject any or all proposals; to waive any minor defects 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 shall not render the City liable for costs or damages.

5. 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, if necessary. 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 a proposer from this RFP, if it determines that there was no responsive proposer.

If an inadequate number of proposals are 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 execute a sole-source contract with a vendor.

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.

6. Appeal Process

Any protest to a proposal award(s) must be in writing and submitted within 14 calendar days of the dated notification of contract award. Upon receipt of protest, the Contract Administrator will furnish protester with a written statement setting forth the reasons for the contract award based on the best combination of price, experience, and quality of service delivery to the City, and will hold a meeting within five (5) working days after receiving the protest, unless waived by the proposer.

At or prior to the meeting, the protester may present evidence as to why the award should not be made according to the City's plans. After the close of the meeting, the Contract Administrator shall make a final determination with respect to the protest, and shall award the contract accordingly or reject all proposals. The decision shall be final.

7. 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 270 calendar days from the submission deadline.

8. Property of City/Proprietary Material

The City reserves the right to retain all submitted proposals which shall then become the property of the City of Los Angeles and subject to the State of California Public Records Act. Any department or agency of the City has the right to use any or all ideas presented in the proposal without any change or limitation. Selection or rejection of a proposal does not affect these rights.

Proposers must identify all trade secrets or other proprietary information that the proposers claim are exempt from the California Public Records Act (California Government Code Section 6250, et seq.).

In the event a proposer claims such an exemption, the proposer is required to state in the proposal the following: "(Name of Proposer) shall 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 claimed trade secrets or other proprietary information to any person making a request therefore."

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

In any event, all information contained in this RFP is considered confidential and not open to the public or competing bidders until allowed by law.

9. Addendum(a)

The City reserves the right to submit addendum(a) to this RFP which may add additional requirements to be considered responsive. All proposers must acknowledge any addendum(a) issued as a result of any change in this RFP on the proposer's signature declaration page (as referenced in Section 2.1.4). Failure to indicate receipt of addendum(a) may result in a proposal being rejected as non-responsive.

10. Multiple Proposals

Proposers interested in submitting more than one proposal may do so, providing each proposal stands alone and independently complies with the instructions, conditions and specifications of the RFP.

11. 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) includes but is not limited to discussing and negotiating contract requirements, prices, 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.

12. Execution of Contract and Contract Negotiations

Unless otherwise stated, proposals submitted shall be irrevocable for a period of 270 days following the proposal submission deadline. A response to this RFP is an offer to contract with the City based upon the terms, conditions, service level agreement and specifications contained in the proposal submitted. A contract will be developed after the City makes an award to the selected proposer(s). The Contract will use the City's general contracting requirements and vendors should not deviate from the already agreed provisions.

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, any conduct by proposer which recognizes the existence of a contract pertaining to the subject matter hereof shall constitute acceptance by proposer of the contract and all of its terms and conditions.

13. Amendments/Modifications/Change Orders

Any amendments, adjustments, alterations, additions, deletions, or modifications in the terms and/or conditions of resultant agreement must be made in writing

and approved by the Contract Administrator and the Contractor. If Contractor performs any modification without a written amendment, the City shall neither pay for nor be obligated to accept said modification.

14. Prime Contractor

The proposer(s) awarded the Contract must be the prime Contractor(s) 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 shall 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.

15. Subcontractors/Joint Ventures

Acceptance or rejection of a proposer's request to use subcontractors is at the sole discretion of the City. With approval of the City, the Contractor may enter into subcontracts and joint participation agreements with others for performance that **does not** include direct provision of the benefits consultant services or the communications consultant services.

The provisions of the resulting Contract shall 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 Contract.

16. Copies of Subcontractor Agreements

Upon written request from the City, the Contractor shall supply the City with all subcontractor agreements.

17. Supplier Performance Feedback Meetings

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

18. 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 submitting 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.

If the selection of the proposer is based in part on the qualifications of specific key individuals named in the proposal, the City must approve in advance any changes in key individuals or the percentage of time they spend on the project.

19. Contractor’s Address

The address given in the proposal response shall be considered the legal address of the Contractor and shall be changed only by written notice to the City. The Contractor shall 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, shall constitute a legal service thereof. Also, telephone numbers, fax numbers and e-mail addresses (if applicable) must be provided.

20. Collaboration

The Board may, at its discretion, require two or more Proposers to collaborate as a condition to contract execution.

21. Payments and Invoices

The Contractor will be required to submit invoices that conform to City standards and include, at a minimum, the following information:

1. Name and address of Contractor
2. Name and address of City department being billed
3. Date of invoice and period covered
4. Contract number or authority (purchase order) number
5. Work Order
6. Description of completed task and amount due for task
7. Certification by a duly authorized officer
8. Discount and terms (if applicable)
9. Remittance Address (if different from company address)

All invoices shall be submitted on Contractor’s letterhead, contain Contractor’s official logo, or other unique and identifying information such as the name and address of the Contractor. Evidence that tasks have been completed, in the form of a report, brochure, or photograph, shall be attached to all invoices. Invoices shall be submitted within 30 days of service. Invoices are considered complete when appropriate documentation or services provided are signed off as satisfactory by the department’s fiscal officer.

Invoices and supporting documentation shall be prepared at the sole expense and responsibility of the Contractor. The City will not compensate the Contractor for costs incurred in invoice preparation. The City may request, in writing, changes to the content and format of the invoice and supporting documentation at any time. The City reserves the right to request additional supporting

documentation to substantiate costs at any time. Failure to adhere to these policies may result in non-approval of invoices pursuant to Charter Section 262(a), which requires the Controller to inspect the quality, quantity, and condition of services, labor, materials, supplies, or equipment received by any City office or department, and approve invoices before they are drawn on the City Treasury. The City is not liable for delays in payment caused by failure of the Contractor to send invoices to the address identified in the final Contract.

22. Subcontractors' Requirements

Tasks that are completed by subcontractors shall be supported by subcontractor invoices, copies of pages from reports, brochures, photographs, or other unique documentation that substantiates their charges.

23. Statutory Requirements

Attached to this RFP is the City of Los Angeles General Contracting Requirements, including the Standard Provisions for City Contracts (Rev. 06/11) and Checklist. Please review this information carefully. Compliance with these requirements and submission of necessary forms is mandatory at the time of submission of a Proposal, prior to award of Contract, or both. These requirements will be discussed in detail at the Pre-Proposal Conference. Failure to acknowledge compliance with the requirements will render Proposals non-responsive and eliminate them from consideration.

24. Governing Law

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

25. 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 is conducting City business within generally accepted industry standard practices. Each Contractor will be required to cooperate fully with any external audit.

26. Financial Audit

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

27. Contractor Evaluation Ordinance

At the end of this Contract, 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 a number of

criteria, including the quality of the work product or services 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 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 other services contracts.

28. Independent Audit

The City reserves the right to an independent audit by a third party selected by the City. Contractor costs associated with the audit cannot be charged to the City.

29. Amendments/Modifications/Change Orders

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

30. Conflict of Interest

Prior to final execution of a Contract, the Contractor must covenant that none of its directors, officers, employees, or agents shall participate in selecting or administering any subcontract related to the Contract, where such person is a director, officer, employee or agent of the subcontractor; or where the selection of subcontractors is or has the appearance of being motivated by a desire for personal gain for themselves or others such as family business, etc.; or where such person knows or should have known that:

- A member of such person's immediate family, or domestic partner or organization has a financial interest in the subcontract;
- The subcontractor is someone with whom such person has or is negotiating any prospective employment; or
- The participation of such person would be prohibited by the California Political Reform Act, California Government Code S87100 et seq. if such person were a public officer, because such person would have a "financial or other interest" in the subcontract.

2. Definitions

- (a) The term "immediate family" includes but is not limited to domestic partner and/or those persons related by blood or marriage, such as husband, wife, father, mother, brother, sister, son, daughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law.

- (b) The term "financial or other interest" includes but is not limited to: (i) Any direct or indirect financial interest in the specific Contract, including a commission or fee, a share of the proceeds, prospect of a promotion or of future employment, a profit, or any other form of financial reward; (ii) Any of the following interests in the subcontractor ownership: partnership interest or other beneficial interest of five percent or more; ownership of five percent or more of the stock; employment in a managerial capacity; or membership on the board of directors or governing body.
3. The Contractor must covenant that no officer, director, employee, or agent shall solicit or accept gratuities, favors, anything of monetary value from any actual or potential subcontractor, supplier, a party to a sub-agreement, (or persons who are otherwise in a position to benefit from the actions of any officer, employee, or agent).
 4. The Contractor must agree not to subcontract with a former director, officer, or employee within a one-year period following the termination of the relationship between said person and the Contractor.
 5. Prior to obtaining the City's approval of any subcontract, the Contractor must disclose to the City any relationship, financial or otherwise, direct or indirect, of the Contractor or any of its officers, directors or employees or their immediate family with the proposed subcontractor and its officers, directors or employees.
 6. For further clarification of the meaning of any of the terms used herein, the parties agree that references shall be made to the guidelines, rules, and laws of the City of Los Angeles, State of California, and Federal regulations regarding conflict of interest.
 7. The Contractor must warrant that it has not paid or given and will not pay or give to any third person any money or other consideration for obtaining this Agreement.
 8. The Contractor must covenant that no member, officer or employee of Contractor shall have interest, direct or indirect, in any Contract or subcontract or the proceeds thereof for work to be performed in connection with this project during his/her tenure as such employee, member or officer or for one year thereafter.
 9. The Contractor must incorporate the foregoing subsections of this Section into every agreement that its enters into in connection with this project and shall substitute the term "subcontractor" for the term "Contractor" and "sub-subcontractor" for "Subcontractor".

31. First Source Hiring (FSHO) Ordinance

Unless approved for an exemption, contractors under contracts 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 Code Sections 10.44 et seq., First Source Hiring Ordinance (FSHO). Proposers shall refer to “Exhibit I: General Contracting Requirements: Attachment 14: First Source Hiring Ordinance” for further information regarding the requirements of the Ordinance.

The Anticipated Job Opportunities Form (FSHO-1) and Subcontractor Information Form (FSHO-2) contained in “Exhibit I: General Contracting Requirements: Attachment 14: First Source Hiring Ordinance” shall only be required of the Proposer that is selected for award of a contract. These forms are not required to be turned in with your proposal.

32. Contract Bidder Campaign Contribution and Fundraising Restrictions

Persons who submit a response to this solicitation (bidders) are subject to Charter section 470(c)(12) and related ordinances. As a result, bidders 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 response until either the contract is approved or, for successful bidders, 12 months after the contract is signed. The bidder'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.

Bidders must submit CEC Form 55 (provided in “Exhibit I: General Contracting Requirements: Attachment 15: Contract Bidder Campaign Contribution and Fundraising Restrictions” to the awarding authority at the same time the response is submitted. The form requires bidders to identify their principals, their subcontractors performing \$100,000 or more in work on the contract, and the principals of those subcontractors. Bidders must also notify their principals and subcontractors in writing of the restrictions and include the notice in contracts with subcontractors. Responses submitted without a completed CEC Form 55 shall be deemed nonresponsive. Bidders 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 ethics.lacity.org.

33. Business Inclusion Program (BIP) Requirements

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 "Exhibit I: General Contracting Requirements: Attachment 8: Business Inclusion Program" of this RFP. Participation by MBEs, WBEs, SBEs, EBEs, DVBEs, and OBEs may be in the form of subcontracting. Proposers must refer to "Exhibit I: General Contracting Requirements: Attachment 8: **Business Inclusion Program**" 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 "Exhibit I: General Contracting Requirements: Attachment 8: Business Inclusion Program" may result in their proposal being deemed non-responsive.

34. On-Line Document Submission

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

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

Non-construction services to or for the City for which the consideration is \$1,000 or more shall comply with the provisions of Los Angeles Administrative Code Sections 10.8.3., Equal Employment Practices Provisions. All Bidders/Proposers shall complete and upload, the Non-Discrimination/Equal Employment Practices Affidavit (two (2) pages) available on the City of Los Angeles' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract valued at \$1,000 or more.

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

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

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

B. Equal Benefits Ordinance

Bidders/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 Bidders/Proposers shall complete and upload, the Equal Benefits Ordinance Affidavit (two (2) pages) available on the City of Los Angeles' Business Assistance Virtual Network (BAVN) residing at www.labavn.org prior to award of a City contract, the value of which exceeds \$5,000. The Equal Benefits Ordinance Affidavit shall be effective for a period of twelve months from the date it is first uploaded onto the City's BAVN. Bidders/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.

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

C. Slavery Disclosure Ordinance

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

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

Bidders/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>.

35 Proposer Signature Declaration

The following must be included on a separate signature declaration page:

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

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

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

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

Company Name: _____

Authorized Signature: _____

Address: _____

Printed Name: _____

Title: _____

Date: _____

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

SECTION 6

PROPOSAL RESPONSE CHECKLIST

*(SEPARATE ACCOUNTS AND
COLLECTIVE INVESTMENT
FUNDS ONLY)*

PROPOSAL RESPONSE CHECKLIST

(Separate Accounts and Collective Investment Funds Only)

The following must be included with your Proposal in order for the Proposal to be found responsive:

Proposal Document Description	Proposer's Initials – Item Has Been Attached
One Original Proposal with attachments and three (3) copies of the Original Proposal without attachments	
Redacted copy of Proposal (only if claiming proprietary information or trade secrets are included within RFP response)	
CD version of Proposal	
Cover Letter	
Proposal Questionnaire	
Non-Collusion Affidavit	
Los Angeles Residence Information	
Los Angeles Contract History	
Affirmative Action Compliance Forms (minimally Page A-1; if annual contract amount over \$100k, also A-2 thru A-7. Please submit online.)	
Business Inclusion Program (BIP) information must be submitted on www.labavn.org, not as a paper copy. All BIP outreach documentation must be submitted on BAVN by 4:30 p.m. on the first calendar day following the day of the RFP response submittal deadline.	
Equal Benefits Forms (applies to contracts of over \$5,000 in compensation annually. Please submit online.)	
Contractor Responsibility Form (applies to contracts of \$25,000 or more in compensation annually)	
Municipal Lobbying Ordinance	
Contract Bidder Campaign Contribution and Fundraising Restrictions (applies to contracts of \$100,000 or more in compensation annually)	
Signature Declaration Page	

