

PHILADELPHIA GAS WORKS

REQUEST FOR PROPOSALS

FOR

457 and 401(a) Retirement Plans Record Keeper

Dated: December 3, 2019

RFP NO.: 33562



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457 and 401(a) Retirement Plans Record Keeper

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1 The Solicitation – Notice to Proposers

Notice is hereby given that Philadelphia Gas Works (“PGW”) will receive sealed proposals on or before December 31, 2019, 2:30 p.m. Eastern Time, at the PGW Supply Chain Department, 800 W. Montgomery Avenue, Philadelphia, Pennsylvania 19122, for a service provider for PGW’s 457 and 401(a) retirement plans.

This document outlines PGW’s objectives, describes the general characteristics of the services to be provided, and (without being exhaustive) outlines the principal obligations of PGW and the selected Proposer.

Questions concerning this Request for Proposals shall be directed in writing towards Karen McCloskey, PGW’s consultant with respect to this RFP, at WhartonHill Advisors. Ms. McCloskey’s contact information is provided below.

Karen McCloskey, AIF ®
WhartonHill Advisors
451 S. Bethlehem Pike, Suite 100
Fort Washington, PA 19034
(T) 215-641-2570 ext 202 | (F) 215-641-2573
kmccloskey@whartonhill.com

Copy to:

Maureen Boring
WhartonHill Advisors
451 S. Bethlehem Pike, Suite 100
Fort Washington, PA 19034
(T) 215-641-2570 ext 201 | (F) 215-641-2573
mboring@whartonhill.com

Copies of all correspondence with Ms. McCloskey must be provided to:

Li Deng, Buyer II
Philadelphia Gas Works
800 W. Montgomery Avenue, Philadelphia PA 19122
Phone: (215) 684-6693 | Fax: (215) 684-6163
li.deng@pgworks.com

Proposers may not contact other PGW personnel regarding this RFP.

1.1 Schedule of Events

The projected schedule of events for this Request for Proposals is as follows:

Issue Date of the RFP December 3, 2019



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All questions and requests for clarification or information
must be received, in writing or email, by Ms. McCloskey by 4 p.m. ... December 9, 2019

Mandatory Telephone Conference, 10:00 a.m.....December 12, 2019

Proposal Submission Due Date
Must be received, in writing, at the office of the person
listed above by 2:30 p.m.(EST). December 31, 2019

Notification Date..... May 15, 2020

Contract Start Date January 1, 2021

The Mandatory Telephone Conference is scheduled for 10:00 a.m. on Thursday, December 12, 2019 to answer questions and requests for clarification. Proposers who do not participate in this telephone conference will not be considered as a service provider. Proposers who choose to participate should dial as follows: Dial-In Number: 215-684-6200; Access Code: 5723466.

Once the submitted proposals have been reviewed, PGW may select finalist(s) for this RFP. The finalist(s) will then be required to present their proposals at PGW.

These dates are estimates only and PGW reserves the right to alter this schedule as it deems necessary or appropriate.



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1.2 Proposal Requirements

Proposals shall be accepted only from respondents ("Proposers") who have:

- 1.2.1 Obtained from PGW a complete set of Proposal Documents and any addenda thereto issued by PGW (sometimes referred to as the "RFP"), consisting of the following five (5) sections and five (5) attachments:

Sections:

- 1 The Solicitation – Notice to Proposers
- 2 Project Definition and Requirements
- 3 Instructions to Proposers
- 4 Proposer Information
- 5 Proposal Evaluation, Negotiation and Contract Award

Attachments:

- A Proposer Questionnaire
- B Fee Disclosure
- C Disclosure Form
- D Demographic Survey
- E Current Investment Options

- 1.2.2 Attended the Mandatory Teleconference); and

- 1.2.3 Submitted a proposal pursuant to the instructions in this RFP as set forth in Section 3.

In evaluating the proposals, PGW will consider the demonstrated experience and ability of the Proposer to deliver the proposed services, the scope and value of the proposed services, and the financial proposal of each Proposer as described in this RFP.

PGW hereby solicits proposals in accordance with these Proposal Documents.



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2 Project Definition and Requirements

2.1 Overview

2.1.1 Overview of PGW

PGW is a municipally-owned utility operated by the Philadelphia Facilities Management Corporation (hereafter referred to as “PFMC”). The successful Proposer will enter into a negotiated contract with PGW by PFMC. PGW provides natural gas service to approximately 502,000 active accounts within the city of Philadelphia, using 6,000 miles of gas mains and services. PGW is the only utility currently distributing natural gas within the city of Philadelphia, and its mission is to provide safe, reliable natural gas service to the citizens of Philadelphia at a reasonable cost.

2.1.2 Background Information

Additional information relating to PGW is provided below:

Type of Business	Gas Utility
Number of Payroll Systems/Provider	One/ADP
Payroll Cycle/# of Deposits to Plan	Weekly (52 Per Year)
Number of Plans	2
Auto Enrollment	457 Plan: Yes; 401(a) Plan: No
Total Active participants	1,880 Approx. in the 457 Plan 558 Approx. in the 401(a) Plan.
Plan Assets valued as of 9/30/19	\$141,133,060 in the 457 Plan \$13,681,123 in the 401(a) Plan
Loans are Permitted	786 outstanding loans in the 457 Plan 220 outstanding loans in the 401(a) Plan
Liquidity of Stable Value Fund	Currently Morley Stable Value (12 month notice requirement) CUSIP# 852320456
Total Annual Gross cash flow	\$6,301,130 approx.in the 457 Plan \$881,520 approx. in the 401(a) Plan
Current Record keeper	The Newport Group
Current Trustee	Newport Trust Company
Number of locations	1 Main, 7 satellite locations in Philadelphia, PA

2.2 Services to be Provided; Scope of Work

Pursuant to this RFP, PGW will select a 457 and 401(a) retirement plan service provider to provide all needed services for the next four years. This RFP is to solicit proposals for



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retirement plan recordkeeping, administration, trustee and asset custodial services only. No investment advisory or fiduciary services are being solicited at this time. If the selected Proposer is not the existing vendor, PGW would like to transition from its current 457 and 401(a) retirement plans to this new vendor with a target effective date of January 1, 2021. The submitted proposals will be evaluated on the ability to provide recordkeeping services to our existing menu of investment alternatives, service reputation, platform technology capabilities as well as the overall fee structure provided by the vendor. The initial phase of this RFP will be specific to recordkeeping and administrative services provided by your company. Once the services and fees have been reviewed, PGW may select finalist(s) for this RFP.

2.3 Term

The contract between PGW and the successful Proposer will be for four (4) years.

2.4 Proposal Pricing

Using the information provided in this RFP, each Proposer must complete and submit the Fee Disclosure attached hereto as Attachment B. Please use “gross” fee pricing with a complete disclosure of revenue sharing that would be received from the existing investment menu to offset these stated “gross” fees. When the finalist(s) are chosen for further review, additional information will be requested from the finalist(s). Any and all revenue sharing components of the investment options are expected to be offsets of the gross fees charged for the various required services. Additional revenue sharing above the gross fee cost is expected to be used to reduce other administrative or investment advisory charges that PGW may incur for the operation of the plans. Please see Attachment E for a full list of the Plans’ current investment allocations as of September 30, 2019.

2.5 Proposer/Personnel Minimum Requirements

Each Proposer must complete and submit the Proposer Questionnaire attached hereto as Attachment A, using its “in-house” or proprietary retirement plan solution. If you intend to act as “broker” or represent a “third party” provider, please contact Ms. McCloskey as this RFP is not soliciting proposals to remove or replace the existing fiduciary advisor that is engaged by PGW.

Proposers must meet the following minimum qualifications, and demonstrate compliance with these qualifications through their responses to the Proposer Questionnaire:

- At least 50% of Proposer’s current client base must be in either qualified or non-qualified plan business.
- Proposer must be able to provide state of the art recordkeeping and administrative services via a dedicated website.



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- Proposer must be capable of providing recordkeeping services in an open architecture investment platform which would include total fee transparency.
- Proposer must be able to provide providing daily valuations of participant accounts.
- Proposer must be able to support plan participants via education and investment meetings.
- Proposer must hold the appropriate SEC and other licenses required to perform required investment education meetings.

2.6 Licensing

The Proposer will be authorized to do business in the Commonwealth of Pennsylvania and comply with all pertinent state and federal requirements, codes and regulations.

If Proposer is a “business” as defined in The Philadelphia Code, Section 19-2601, Proposer must have a valid commercial activity license, issued by the City of Philadelphia’s Department of Licenses and Inspections, to do business in the City of Philadelphia, prior to entering into any contract with PGW.

2.7 Information/Product

All reports, surveys, tables, charts, diagrams, design work, product recordings and other data (including electronic, audio and video) or documentation prepared or compiled by Proposer in connection with the performance of its obligations under the contract, shall be the sole and exclusive property of PGW. Proposer shall retain in its files, sufficiently detailed working papers relevant to its engagement with PGW. Proposer further agrees that its working papers will be held in the strictest confidence and will not be disclosed or otherwise made available to outside sources, except as required by law, without the written consent of PGW.

2.8 Confidentiality

Proposer must agree to keep confidential any and all information concerning the plans, operations or activities of PGW which may be divulged by PGW or ascertained by Proposer in the course of performing services under any contract with PGW. In the event Proposer is required to disclose confidential information pursuant to a subpoena, order of a court, or other legal process, Proposer shall, upon notice of such required disclosure and prior to disclosure, immediately notify PGW and allow PGW the opportunity to inspect the information subject to disclosure, and in the event such disclosure is objectionable under any standard or rule of the court, Proposer shall exhaust all legal means to prevent disclosure.



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2.9 Minority Participation

PGW has established an anti-discrimination policy relating to the participation of government-certified Minority, Women, Veteran, and/or Disabled Owned Business Enterprises; collectively known as Disadvantage Business Enterprises (“DBEs”) in contracts and in workforces, which policy is designed to provide equal opportunity for all businesses and persons to assure that its funds are not used, directly or indirectly, to promote, reinforce or perpetuate discriminatory practices. Proposers must complete Attachment D (Demographic Survey), attached hereto and submit same with their proposals.

For this project, PGW has not established a goal for participation of DBEs. Each proposer must exercise its Best and Good Faith Efforts to include DBEs in its proposal. “Best and Good Faith Efforts” are those efforts, the scope, intensity and appropriateness of which are designed and performed to achieve meaningful participation of DBEs in the work described in this proposal. Proposer’s desire to self-perform all of the work does not excuse proposer from its exercise of Best and Good Faith Efforts. In furtherance of such purpose, each Proposer may employ some or all of the following methods:

- Contact DBEs that reasonably could be expected to submit a quote and are available in the OEO Directory of Certified Firms before the proposal date and notify them of the nature and scope of the work to be performed.
- Break down or combine elements of work into economically feasible units to facilitate DBE participation.
- Work with trade, community, or other organizations that provide assistance in recruitment of DBEs.

2.10 Insurance

Proposer shall procure and maintain, at its sole cost and expense, insurance with companies carrying an A. M. Best’s rating of not less than A- and acceptable to PGW, with coverage limits of not less than stipulated below.

PGW, PFMC and the City of Philadelphia and their respective officers, employees, directors, boards, commissions and agents, shall be included as Additional Insureds on the General Liability, Excess/Umbrella, and, if applicable, Automobile Liability Insurance policies. An endorsement is required stating that Proposer’s policies will be primary to any other coverage available to PGW, PFMC, and the City of Philadelphia and their respective officers, employees, directors, boards, commissions and agents. Any insurance maintained by PGW will be excess and non-contributory. Furthermore, no act or omission of PGW, PFMC, and/or the City of Philadelphia shall invalidate the coverage.

- WORKERS’ COMPENSATION AND EMPLOYERS’ LIABILITY. Workers’ Compensation Insurance, as required by statute. Employers’ Liability coverage is to



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be carried with minimum limits of \$500,000 each accident/\$500,000 disease-policy limit/\$500,000 disease-each employee.

- **GENERAL LIABILITY INSURANCE.** Commercial General Liability is required with limits of not less than \$1,000,000 Bodily Injury and Property Damage Each Occurrence; \$2,000,000 General Aggregate; \$1,000,000 Products/Completed Operations Aggregate and \$1,000,000 Personal/Advertising Injury. The policy shall also cover Bodily injury, property damage (including completed operations and loss of use liability) and personal injury per current ISO form or equivalent including contractual liability, with no care custody and control exclusion. Products/Completed Operations must be included. ISO Contractual Liability Limitation Endorsement #CG2391093 shall not apply to this Agreement. Such policy must contain a "Severability of Interests" clause. This insurance shall be excess over any other insurance, whether primary, excess, contingent or on any other basis that is available to the Proposer or its subcontractor covering liability for damages because of Bodily Injury or Property Damage for which the Proposer has been included as an Additional Insured. Philadelphia Gas Works, Philadelphia Facilities Management Corporation and the City of Philadelphia and their respective officers, employees, directors, boards, commissions and agents shall be included as Additional Insureds. A copy of the actual Additional Insured Endorsement is required.
- **AUTOMOBILE LIABILITY INSURANCE.** If the proposer is performing any driving pursuant to this agreement, Business Automobile Liability coverage is required with limits of not less than \$1,000,000 Combined Single Limit for Bodily Injury and Property Damage. Such policy must contain a "Severability of Interests" clause. Philadelphia Gas Works and Philadelphia Facilities Management Corporation shall be included as Additional Insureds. A copy of the actual Additional Insured Endorsement is required.
- **EXCESS/UMBRELLA LIABILITY INSURANCE.** Proposer shall provide evidence of Excess/ Umbrella Liability Insurance with limits of not less than \$2,000,000 in any one claim or occurrence. Coverage shall include, but not be limited to, coverage provided by the underlying insurance. Underlying insurance shall include all liability coverage required by this contract except Professional Liability Errors & Omissions coverage as outlined below. Philadelphia Gas Works and Philadelphia Facilities Management Corporation shall be included as Additional Insureds. A copy of the actual Additional Insured Endorsement is required.
- **PROFESSIONAL LIABILITY ERRORS & OMISSIONS COVERAGE.** Evidence of Professional Liability Errors & Omissions and Media Liability Insurance must also be provided with limits of not less than \$2,000,000 Per Occurrence/Aggregate or Per Claim or Loss/Aggregate with a deductible not to exceed \$100,000. Errors & Omissions Insurance shall be applicable to any occurrence arising out of the performance of services pursuant to any statement of work between the parties and shall cover liability arising from information technology services, including but not limited to, intellectual property infringement, privacy infringement, software development services and computer or electronic information technology services. Under an occurrence form, coverage required shall be maintained in full force and



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effect under the policy. Under a claims made form, continuous coverage is required. Should an Extended Discovery Period or "tail" coverage be required in the event coverage is terminated, such coverage must be maintained for a period of not less than three (3) years. This insurance shall be primary with respect to any other insurance or self-insurance programs afforded the Proposer.

- **FIDELITY/BLANKET CRIME INSURANCE.** Evidence of Fidelity/Blanket Crime Insurance with an Employee Dishonesty limit of not less than \$1,000,000 shall be submitted to PGW prior to the commencement of services. Proposer must maintain third party property (includes money, securities and other properties) coverage under Crime policy.

ADDITIONAL PROVISIONS

Certificates of Insurance evidencing all required coverage shall be filed with PGW prior to the commencement of work. All certificates and policies shall contain a provision that coverage afforded will not be canceled or materially altered until at least thirty (30) days after prior written notice has been given to PGW.

It shall be the responsibility of the Proposer to ensure that all subcontractors carry insurance of not less than coverage and limits specified herein, except to the extent that PGW's Director of Risk Management may agree to lower limits on a case by case basis depending on the nature of the subcontractor's work. Subcontractor must forward proper evidence of this compliance to Philadelphia Gas Works prior to the inception of any work.

Renewal certificates and policies, as required, shall be forwarded to Philadelphia Gas Works for as long as the Proposer performs the work as specified in this contract.

2.11 Indemnification

The Proposer will be required in the contract to indemnify, defend and hold harmless PGW, PFMC, the City of Philadelphia, and each of their respective officers, employees, directors, boards, commissions, and agents, from and against any and all losses, costs (including, but not limited to, litigation and settlement costs and counsel fees), claims, suits, actions, damages, liability and expenses, occasioned wholly or in part by Proposer's act or omission or negligence or fault or the act or omission or negligence or fault of Proposer's agents, subcontractors, suppliers, employees or servants in connection with this Agreement, including, but not limited to, those in connection with loss of life, bodily injury, personal injury, damage to property, contamination or adverse effects on the environment, intentional acts, failure to pay such subcontractors and suppliers, any breach of this Agreement, and any infringement or violation of any proprietary right (including, but not limited to, patent, copyright, trademark, service mark and trade secret), regardless of the negligence of PGW, PFMC, and/or the City of Philadelphia. In any and all claims, suits and actions against PGW, PFMC and the City of Philadelphia, and their respective officers, employees, directors, boards, commissions and agents, by any employee of Proposer, any subcontractor, or anyone for whose acts Proposer and its subcontractor is liable, the indemnification obligation set forth in this section shall not be limited in any way by any



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limitation on the amount or type of third party damages, compensation or benefits payable by or for Proposer or any subcontractor under workers' compensation acts, disability acts, or other employees' benefit acts.

PGW does not indemnify.

2.12 Certificate of Non-Indebtedness

The Proposer will be required to certify and represent that Proposer and Proposer's parent company(ies) and subsidiary(ies) are not indebted (at the time of signing of the contract) to the City of Philadelphia, PGW or PFMC (collectively the "City"), and will not at any time during the term of the contract (including any extensions or renewals thereof) be indebted to the City, for or on account of any delinquent taxes (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), liens, judgments, fees or other debts for which no written agreement or payment plan satisfactory to the City has been established. In addition to any other rights or remedies available to PGW at law or in equity, Proposer acknowledges that upon any breach or failure to conform to such certification PGW shall have the right to, and may, at the option of PGW, withhold payments otherwise due to Proposer, and, if such breach or failure is not resolved to PGW's satisfaction within a reasonable time frame as specified by PGW in writing, this will offset any such indebtedness against said payments and/or terminate this Agreement for default (in which case Proposer shall be liable for all excess costs and other damages including reasonable attorney's fees resulting from the termination).

2.13 Non-Discrimination

Proposer shall not discriminate or permit discrimination against any person because of race, color, religion, national origin, sex or sexual orientation. In the event of such discrimination, PGW may, in addition to any other rights or remedies available under the contract, at law or in equity, terminate any contract with Proposer forthwith.

Proposer shall comply with the provisions of Title VII of the Civil Rights Act of 1964 (42 U.S.C. §200d et seq.), §504 of the Federal Rehabilitation Act of 1973 (29 U.S.C. §794), The Age Discrimination Act of 1975, (42 U.S.C. §6101 et seq.), Title IX of the Education Amendments of 1972, (20 U.S.C. §1681), and 45 C.F.R. Part 92, as they may be amended from time to time, which together prohibit discrimination on the basis of race, color, national origin, sex, handicap, age and religion.

Proposer understands and agrees that no individual with a disability shall, on the basis of the disability, be excluded from participation in any contract of Proposer with PGW or from activities or services provided under such contract. As a condition of accepting and executing such contract, Proposer shall comply with all provisions of the Americans with Disabilities Act, 42 U.S.C. §12101 et seq., and all regulations promulgated thereunder, as the Act and regulations may be amended from time to time, which are applicable (a) to Proposer, (b) to the benefits, services, activities, facilities and programs provided in connection with this Agreement, (c) to PGW, or the Commonwealth of Pennsylvania, and



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(d) to the benefits, services, activities, facilities and programs of PGW or of the Commonwealth.

Without limiting the generality of the preceding sentence, Proposer shall comply with the "General Prohibitions Against Discrimination," 28 C.F.R. §35.130, and all other regulations promulgated under Title II of "The Americans with Disabilities Act," as they may be amended from time to time, which are applicable to the benefits, services, programs and activities provided by PGW through contracts with outsider contractors.

2.14 MacBride Principles

Proposer certifies and represents that, to the best of its knowledge, (i) Proposer (including any affiliates under its direct control) does not have, and will not have at any time during the term of any contract with PGW (including any extension or renewal thereof), any investments, licenses, franchises, management agreements or operations in Northern Ireland and (ii) no product to be provided under any contract with PGW will originate in Northern Ireland, unless Proposer has implemented the fair employment principles embodied in the MacBride Principles.

In the performance of any contract with PGW, Proposer covenants that it will not utilize any suppliers, subcontractors at any tier (i) who have (or whose parent, subsidiary, exclusive distributor or affiliates have) any investments, licenses, franchises, management agreements or operations in Northern Ireland or (ii) who will provide products originating in Northern Ireland unless said supplier or subcontractor has implemented the fair employment principles embodied in the MacBride Principles. Proposer further covenants to include the provisions of this paragraph, with appropriate adjustments for the identity of the parties, in all subcontracts and supply agreements which are entered into in connection with the performance of any contract with PGW. Proposer covenants that it will cooperate with PGW and City's Director of Finance in any manner which PGW and the said Director deem reasonable and necessary to carry out PGW's and the Director's responsibilities under Section 17-104 of the Philadelphia Code which embodies the requirements set forth in this section. Proposer understands and agrees that any false certification or representation in connection with this section and any failure to comply with the provisions of this section shall constitute a material breach of any contract with PGW entitling PGW to all rights and remedies provided therein or otherwise available in law (including, but not limited to, Section 17-104 of the Philadelphia Code) or equity. In addition, Proposer understands that false certification or representation in connection with this section is subject to prosecution under Title 18 Pa.C.S.A. Section 4904.

2.15 Governing Laws

Any contract entered into by PGW will be executed in and shall be governed by the laws of the Commonwealth of Pennsylvania.



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2.16 Certain Required Disclosures

In accordance with The Philadelphia Code Title 17 Chapter 17-400, persons and entities who wish to provide goods and services to PGW must provide certain information about contributions they have made to elected City officials or candidates for City offices. All Proposers must therefore complete Attachment C and include such completed Attachment with their proposal. Please note that the selected Proposer will be required to update such disclosure during the term of its agreement with PGW and for one year thereafter.



3 Instructions to Proposers

3.1 Proposal Preparation Requirements

3.1.1 Proposals must be prepared in English on 8 ½ x 11 inch paper with tabbed indexes separating the following seven (7) completed sections in the following order:

3.1.1.1 **Tab 1:** Transmittal letter.

3.1.1.2 **Tab 2: Scope of Work.** Proposed scope of work, work plan, procedure and timeline to provide the scope of work described in Section 2 of this RFP.

3.1.1.3 **Tab 3:** Proposal Pricing. Attach completed Attachment B.

3.1.1.4 **Tab 4:** Completed Section 4 (Proposer Information) of this RFP. All Proposals must include the following information and be signed (at the end of Section 4) as follows:

3.1.1.4.1 If the Proposal is made by an individual, the Proposal must be signed by the individual, the individual's full name must be typed or printed under the signature line and the Proposal must include the individual's mailing address.

3.1.1.4.2 If the Proposal is made by a partnership, the Proposal must:

- a) be signed by at least one of the general partners with authority to bind the partnership and the name of the general partner must be typed or printed under the signature line; and
- b) include the name and mailing address of the partnership.

3.1.1.4.3 If a corporation makes the Proposal, the Proposal must:

- a) be signed by the president or vice president of the corporation, and the secretary or treasurer must attest the signature and the names of the corporate officers must be typed or printed under the signature lines; and
- b) include the name and mailing address of the corporation.

3.1.1.4.4 If the Proposal is made by a joint venture, the Proposal must:



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- a) be signed by all joint venture partners and the names of the joint venture partners must be typed or printed under the signature lines; and
- b) include the name and mailing address of the joint venture.

3.1.1.5 **Tab 5:** Qualification and Experience of Proposer. Proposers are strongly encouraged to list experience providing similar services.

3.1.1.5.1 Provide the names and resumes of each person who would be participating in this project;

3.1.1.5.2 Indicate whether the individual is a full time employee of Proposer's organization (and if so for how long) or a subcontractor. If the individual is a subcontractor, list the engagements (and the particular responsibilities on each engagements) that the subcontractor has previously worked for Proposer;

3.1.1.5.3 Indicate the areas of the project that each individual will be involved with or have responsibility for;

3.1.1.5.4 For each such individual, provide a reference list with phone numbers.

3.1.1.6 **Tab 6:** Prior Work Examples. Provide examples of the following documentation: Please see Attachment A.Proposer Questionnaire.

3.1.1.7 **Tab 7:** Completed Attachments A, C and D, and any other attachments required to be completed under the RFP.

3.1.2 One (1) original Proposal, one (1) copy and one (1) thumb drive containing a searchable PDF readable by Adobe Reader 7.0 or higher of the proposal, must be submitted in a sealed envelope or envelopes addressed to PGW Supply Chain Department, Philadelphia Gas Works, 800 W. Montgomery Avenue, Philadelphia, Pennsylvania 19122. The name and address of the Proposer must also appear on the face of the envelope. The PDF file name should be as follows: PROPOSER_RFP_33562. PDF where Proposer is your company name and 33562 is the PGW RFP id number.

3.1.3 Failure to answer all questions completely and furnish all information required in these Proposal Documents may result in disqualification of the Proposer. PGW reserves the right to thoroughly investigate the financial status and experience of the Proposer.

3.1.4 It shall be the responsibility of the Proposer to deliver the Proposal and all other required items to the location specified in Section 1 of these Proposal Documents on or before the due date and time set forth in Section 1.1.



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- 3.1.5 Oral communications from PGW personnel or other persons shall not be binding on PGW and shall in no way modify the provisions of the Proposal Documents. Official responses of PGW to inquiries regarding these Proposal Documents shall be issued by PGW in writing as addenda, and only such written responses shall be binding on PGW as modifications to these Proposal Documents.

3.2 Duration of Proposal

In consideration of PGW's evaluation of the submitted Proposals, each Proposer agrees that its Proposal shall be a firm offer to PGW, and shall remain open for acceptance by PGW for a period of at least one hundred and fifty (150) days beginning with the submission due date set forth in Section 1 of these Proposal Documents, as may be revised by addenda.

3.3 Proposer's Responsibility

The Proposer shall carefully examine the terms of the Proposal Documents and shall judge for itself all of the circumstances and conditions affecting its Proposal. PGW will endeavor to present accurate information, but Proposers are advised to independently verify the accuracy of any information received.



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4 Proposer Information

4.1 Proposer

Submitted by:

[Please type or print]

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

The undersigned Proposer hereby submits to PGW this Proposal as described herein and in the attached documents.

4.2 Qualifications Statement

The Proposer represents and covenants that the Proposer is fully qualified to provide the requested services to PGW. The undersigned further swears and affirms that the information contained in this response is true, accurate and complete.

4.3 Business Experience

4.3.1 The following describes other points of service by Proposer and the companies for whom the services were provided. Proposer should include a reference contact at the described companies, and this contact should have direct, specific responsibility



This image shows a blank sheet of white paper with horizontal ruling lines. The lines are evenly spaced and extend across the width of the page. There are no margins, text, or other markings on the paper.



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- 4.3.3 Proposer must attach the resume of the manager which it anticipates will be the contact for the services required by this RFP.
- 4.3.4 The Proposer submits herewith the following list of three (3) persons or businesses, which have knowledge of the Proposer's ability to successfully perform the services for which this Proposal is submitted.

REFERENCE NO. 1

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Nature of Association: _____

REFERENCE NO. 2

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Nature of Association: _____



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REFERENCE NO. 3

Name: _____

Firm: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Nature of Association: _____

- 4.3.5 The Proposer has not had an agreement canceled or terminated due, in whole or in part, to the fault of Proposer, or a default or breach of contract on the part of the Proposer. (If a contract or agreement has been canceled, please explain.)

4.4 Financial Information

- 4.4.1 The Proposer has () has never () [check one] had a bond or surety canceled or forfeited. (If the Proposer has had a bond or surety canceled, state the name of the bonding company, date, amount of bond and reason for such cancellation or forfeiture.)

- 4.4.2 The Proposer has () has never () [check one] been adjudged bankrupt (Chapter 7), or petitioned the court for relief under the Bankruptcy Code or Act for either business reorganization (Chapter 11) or the Wage Earner's Plan (Chapter 13). If the response is in the affirmative, provide the following information:

4.4.2.1 Date petition filed

4.4.2.2 Case No. and jurisdiction

4.4.2.3 Amount of liabilities and debts



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4.4.2.4 Date of discharge or successful completion of reorganization or wage earner's plan

4.4.3 The Proposer's bank references are:

Name	Address
4.4.4.1. _____	_____
4.4.4.2. _____	_____
4.4.4.3. _____	_____

The undersigned herewith submits a letter from

_____ indicating that the Proposer has an
(name of financial institution)

available working line of credit of no less than _____ Dollars
(\$ _____), or other evidence of Proposer's capital sufficient to permit it to meet
the obligations contemplated by its Proposal.

4.4.4 The undersigned hereby affirms that the Proposer is authorized to conduct business in the Commonwealth of Pennsylvania, and City of Philadelphia, or will obtain proper authorization to do so before executing an agreement and furnishing the required bond or letter of credit, if any.

4.5 General Litigation Disclosure

Proposer must describe any pending, contemplated or ongoing administrative or judicial proceedings material to Proposer's business, finances or products including, but not limited to, any litigation, consent orders, debarment or contracts with any local, state or federal regulatory agency issued to Proposer or to any parent or subsidiary of Proposer: _____

_____.



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4.6 Business Organization Statement

4.6.1 General Information

Name of Firm [Exactly as it would appear on an agreement; if operating under a fictitious name, so indicate.]

Principal Office Address:

Telephone Number:

Form of Business Entity [check one]

- ☐ Corporation
- ☐ Partnership
- ☐ Individual
- ☐ Joint Venture



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4.6.2 Corporation Statement

If a corporation, answer the following:

Date of incorporation: _____

Location of incorporation: _____

Is the corporation authorized to do business in Pennsylvania? Yes () No ()

If so, as of what date? _____

The corporation is held: Publicly () Privately ()

Furnish the name, title, and address of each director and officer of the corporation.

DIRECTORS

	Name	Address	Principal Business Affiliation Other than Proposer's Directorship
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____
8.	_____	_____	_____



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SHAREHOLDERS

	Name	Address	Number of Shares Owned
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____
4.	_____	_____	_____
5.	_____	_____	_____
6.	_____	_____	_____
7.	_____	_____	_____
8.	_____	_____	_____

OFFICERS

	Name	Position
1.	_____	_____
2.	_____	_____
3.	_____	_____
4.	_____	_____



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4.6.3 Partnership Statement

If a partnership, answer the following:

Date of organization: _____
General Partnership () Limited Partnership ()

Partnership Agreement recorded? Yes () No ()

Date Book Page County State

Has the partnership done business in Pennsylvania? Yes () No ()

When? _____

Name, address, and ownership share of each general partner owning more than five percent (5%) of the partnership:

	Name	Address	% of Ownership
1.	_____	_____	_____ %
2.	_____	_____	_____ %
3.	_____	_____	_____ %
4.	_____	_____	_____ %
5.	_____	_____	_____ %
6.	_____	_____	_____ %



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4.6.4 Joint Venture Statement

If a Joint Venture, answer the following:

Date of organization: _____

Joint Venture Agreement recorded? Yes () No ()

Date Book Page County State

Has the Joint Venture done business in Pennsylvania? Yes () No ()

When? _____

Name, address of each Joint Venturer and percent of ownership of each:

	Name	Address	% of Ownership
1.	_____	_____	_____%
2.	_____	_____	_____%
3.	_____	_____	_____%
4.	_____	_____	_____%
5.	_____	_____	_____%

4.7 Warranties by Proposer

4.7.1 The Proposer's Proposal has been completed to the best of the Proposer's ability, and the Proposer swears that all information contained herein is true, correct and complete to the best of the Proposer's knowledge, information and belief.



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- 4.7.2 By submission of this Proposal, the Proposer acknowledges that PGW has the right to make any inquiry or investigation it deems appropriate to substantiate or supplement information contained in the Proposal, and Proposer authorizes the release to PGW of any and all information sought in such inquiry or investigation.
- 4.7.3 Proposer expressly agrees and acknowledges that any response to this RFP, including written documents and verbal communication, regardless of how marked, is not confidential and may be subject to public disclosure by PGW, or any authorized agent of PGW, including but not limited to disclosure under the Pennsylvania Right to Know Law. Any materials submitted or ideas elicited in response to this RFP shall be the sole and absolute property of PGW, with PGW having title. By responding to this RFP, Proposer expressly waives any right to designate its response or parts thereof confidential, proprietary, a trade secret, or otherwise exempt from disclosure under any circumstance.
- 4.7.4 The Proposer declares by the submission of this Proposal that the Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, or corporation; that the Proposal is genuine and not collusive or sham; that the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded or agreed with any Proposer or anyone else to put in a sham Proposal or to refrain from proposing; that the Proposer has not directly or indirectly sought by agreement or communication to secure any advantage against PGW; anyone interested in the Proposal as principal are named within the Proposal; that all statements contained in the Proposal are true; that the Proposer has not directly or indirectly divulged information or data relative to the Proposer's Proposal to any other person, partnership, corporation, or association, except to such person or persons as have a direct financial interest in the Proposer's general business.

The foregoing Proposal is hereby submitted by the entity signing below in accordance with all terms and conditions as set forth in the Request for Proposals issued by PGW.

PROPOSER:

DATE: _____
(Corporate Seal if Applicable)

Name of Proposer

By: _____
Name: _____
Title: _____

Attest: _____
(signature)
Name: _____
Title: _____

[Add signature lines as necessary below.]



5 Proposal Evaluation, Negotiation and Contract Award

5.1 Disqualification of Proposers

- 5.1.1 If more than one Proposal is received from any individual, firm, partnership, corporation, or association, under the same or different names, said Proposals will not be considered. Reasonable grounds for believing that any Proposer has an interest in more than one Proposal will cause the rejection of all Proposals in which such Proposer is interested. If there is reason to believe that collusion exists among Proposers, none of the participants in such collusion will be considered.
- 5.1.2 No Proposal shall be received from, or contract awarded to, any PGW or City employee or official who may have any direct or indirect interest in such submitted Proposal or contract.

5.2 Qualification of Proposers

- 5.2.1 PGW will carefully consider the Proposer's qualifications, proposed financial consideration, experience, financial responsibility, proposed scope of services, and timeline in evaluating each Proposal. In PGW's evaluation, the Proposal as a whole may bear more weight than the individual parts of the Proposal.
- 5.2.2 Following PGW's review of the submitted proposals, PGW may select one or more Proposers with which to negotiate. PGW shall notify Proposer(s) of selection for negotiations. The date that the Proposer's receipt of the notification is confirmed by PGW, is referred to herein as the "Notification Date."
- 5.2.3 Respondents to this RFP are subject to Philadelphia Code (Chapter 20-600) and the Pennsylvania Ethics Act (65 P.S. Section 401 et.seq.) All respondents are required to disclose any potential conflict caused by PGW or City employees having a financial interest in the entity entering into a contract or agreement with PGW.

5.3 General Reservation of Rights

- 5.3.1 This RFP and the process it describes are proprietary to PGW and are for the sole and exclusive benefit of PGW. No other party, including any respondent to this RFP or future Proposer to any RFP which may be issued by PGW, is intended to be granted any rights hereunder.
- 5.3.2 PGW reserves the right to reject as informal or non-responsive any Proposal that, in PGW's sole judgment, is incomplete, is not in conformity with applicable law, is not responsive to this RFP, or contains ambiguities or services not called for by this RFP.



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- 5.3.3 Without limiting the generality of any other provision of this RFP, PGW reserves the right, at any time prior to execution of an agreement with the successful Proposer, to exercise all or any of the following rights and options, which rights and options PGW may exercise to the extent that PGW, in its sole discretion, deems to be in its best interests:
- 5.3.3.1 To request additional or supplemental information (including but not limited to information inadvertently omitted by any Proposer in response to this RFP) from any or all Proposers;
 - 5.3.3.2 To accept or reject, at any time prior to its execution of an agreement, any or all Proposals or any part thereof submitted in connection with this RFP;
 - 5.3.3.3 To accept or reject any or all of the items in any Proposal and award the contract in whole or in part if it is deemed in PGW's best interest to do so;
 - 5.3.3.4 To waive any informality, defect, non-responsiveness, or derivation from this RFP that is not, in PGW's sole judgment, material to the Proposal;
 - 5.3.3.5 To negotiate unacceptable provisions incorporated within an otherwise acceptable Proposal submitted in response to this RFP;
 - 5.3.3.6 To reject without evaluation any Proposal that is incomplete, unclear, conditional, or which contains irregularities of any kind;
 - 5.3.3.7 To reject any Proposal that in the sole discretion of PGW is not in the best interest of PGW;
 - 5.3.3.8 To re-issue this RFP without change or modification;
 - 5.3.3.9 To issue a subsequent RFP for this project with terms and conditions that are substantially different from the terms and conditions set forth in this RFP;
 - 5.3.3.10 To cancel this RFP with or without issuing another RFP;
 - 5.3.3.11 To supplement, amend, substitute, or otherwise modify this RFP at any time prior to execution of a final agreement with a Proposer;
 - 5.3.3.12 To reject the Proposal of a Proposer that, in PGW's sole judgment, has been delinquent or unfaithful in the performance of any contract with PGW, or is financially or technically incapable of performing the services required in this RFP, or is otherwise not a responsible Proposer;



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- 5.3.3.13 To permit or reject, at PGW's sole discretion, amendments (including information inadvertently omitted), modifications, alterations and/or corrections of Proposals by some or all of the Proposers following Proposal submission;
- 5.3.3.14 To request that some or all of the Proposers modify Proposals or provide additional information following evaluation by PGW;
- 5.3.3.15 To conduct such investigations as PGW considers appropriate with respect to the qualifications of any Proposer and/or any information contained in any Proposal;
- 5.3.3.16 To request clarifications of any unclear Proposal;
- 5.3.3.17 To negotiate simultaneously, or otherwise, with one or more Proposers;
- 5.3.3.18 To discontinue and resume negotiations with one or more Proposers;
- 5.3.3.19 To rescind its rejection of any Proposal(s) and negotiate (or resume negotiations) with a previously rejected Proposer;
- 5.3.3.20 To not proceed with the process described in this RFP, or to change any time schedules set forth herein;
- 5.3.3.21 To not enter into an agreement pursuant to this RFP.
- 5.3.4 PGW intends to enter into contract negotiations with the selected Proposer. However, PGW reserves the right to terminate any negotiations at any time or conduct simultaneous, competitive negotiations with multiple Proposers. PGW reserves the right to negotiate acceptable terms in an otherwise unacceptable Proposal. Such negotiations may result in changes to material terms of this RFP; in such event, PGW shall not be obligated to inform other Proposers of the changes, or permit them to revise their Proposals accordingly, unless PGW, in its sole discretion, determines that doing so and permitting such is in PGW's best interest. Should negotiations not prove satisfactory with the recommended Proposer(s), PGW reserves the right to discontinue negotiations with the recommended Proposer(s) and additional firms may be asked to enter into negotiations or PGW may solicit new Proposals or issue a new Request for Proposals.

5.4 Award

- 5.4.1 PGW intends to award the agreement to the Proposer whose Proposal best satisfies the scope of services described in Section 2 and is otherwise in the best interest of PGW. The determination of award shall be made by PGW, in its sole discretion, which decision shall be final. PGW may employ such analysis techniques and



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professional consultants for Proposal evaluation as it deems necessary. PGW may request submission of additional information to assist it in evaluating a Proposal, and the Proposer shall cooperate fully with such request. The contract resulting from this RFP will be awarded to the qualified Proposer whose Proposal PGW believes will be the most advantageous to PGW. PGW may condition an award on the successful Proposer's agreement to such terms and conditions as required by PGW including, but not limited to, PGW's indemnification.



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ATTACHMENT A. PROPOSER QUESTIONNAIRE

I. Organization & History

1. Please indicate your company's legal name, contact person, address, telephone and fax numbers, and e-mail address of the individual who can promptly answer questions about your RFP responses.
2. Please provide a brief biographical sketch, including name, position, education, experience, training, and location of the individuals who would be servicing the Philadelphia Gas Works account. Please explain each person's responsibility for this account.
3. Indicate the total value of assets for which you provide recordkeeping services and the total number of participants in all defined contribution plans currently being administered by your organization.
4. How many defined contribution retirement plans do you currently administer in the following categories?

Under \$10 million in assets

\$10 - \$20 million in assets

\$20 - \$50 million in assets

\$50 - \$100 million in assets

\$100 million and over in assets

5. With respect to the proposed recordkeeping services, what level of fiduciary responsibility for the proposed administrative services does your firm assume? Does your firm carry professional liability insurance? If so, what are the limits and with what carrier?
6. Are the proposed recordkeeping, document, compliance, trustee and asset custodial services being quoted provided under a joint venture arrangement? If so, describe the arrangement, its terms and conditions and whether your company and the other companies have been involved in similar joint ventures in the past.
7. Please confirm that your company is willing to comply with audit requests. Are there any limitations or restrictions you would impose on an independent audit? Would you be willing to provide resources or materials requested through our audit without imposing additional cost?
8. Can you describe your company's cyber security practices to protect sensitive data? For example, which security framework do you follow or do you have a SOC 2 report?

II. Recordkeeping Services

1. Please provide a typical conversion timeline that outlines the major milestones that need to be achieved for a transition to be completed. Please use the given conversion timeline as a



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starting point. What has been the average “blackout period” length? Once you receive “clean” data from the prior vendor, how much time will you require to formally allocate the transfer funds? Assume a January 1, 2021 conversion date for both plans.

2. What is the maximum number of money sources that your system can handle? What is the maximum number of investment alternatives that can be maintained at one time on your platform?
3. Describe the services available via Internet access to both the plan sponsor and participants.
4. Does your recordkeeping system have “single sign on” capabilities to allow both a plan participant and the plan sponsor to view balances held within both plans on a single website portal?
5. Can your recordkeeping platform accommodate “auto enrollment” for newly eligible staff as well as “auto cash out” services for terminated staff as permitted within the applicable plan document?
6. Currently, both the 457(b) and 401(a) Plans have an investment option that is currently unitized, the Vanguard Primecap Fund (VPMAX). Please address your ability to unitize a fund offering and at what additional cost, if any.

III. Administration Services

1. Please describe your plan compliance services with respect to both 457 and 401(a) Plans. Are these services part of your standard service package or are they provided for a separate fee?
2. Describe the type of legal support you provide. Can you provide the 457 Plan with a 457 Deferred Compensation Plan document?
3. 1099Rs may need to be customized to reflect the employer contribution being taxed on a state income tax level prior to being deposited into a plan. Can you customize your 1099 process to accommodate this feature?
4. Do the quoted services provide for trustee services and asset custodial services?
5. Please provide a sample contract for a participant-directed retirement plan. Please comment on your flexibility in incorporating client changes or additions.
6. Does your firm have the capability to fully outsource QDRO and financial emergency withdrawals?



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7. Describe your capabilities to offer an auto enrollment feature in the 457 Plan. The 457 Plan includes auto enrollment for all newly hired employees. Can auto enrollment by a participant be initiated via the web, 800-call center, paper, etc.?
8. The selected vendor will be required to distribute all required regulatory notices to plan participants. Please confirm that all required regulatory notices including periodic fund change notices can be distributed. Include the cost per notice distribution in the fee disclosure included in Attachment B.
9. Please describe your ability to manage the participant loan process including the ability to receive loan payments directly from plan participants rather than through payroll deductions.
10. Describe your experience with integrating needed plan data with ADP payroll services. PGW currently utilizes the ADP Vantage payroll platform and would need to integrate the data feeds between payroll and the selected vendor.

IV. Communication & Education

1. Please include in your proposed service offering that the chosen vendor is expected to provide employee/educational meetings for all eligible staff at least once yearly. Assume all locations (8) in the Philadelphia region.
2. Can the employee communication material be customized? If so, what additional costs may apply?
3. Does your organization integrate with Financial Finesse? PGW has an existing relationship with Financial Finesse and expects to continue this relationship.

V. Investment Services

Please refer to Attachment E for a full list of current investment options for the plans along with the asset balances in each fund. The plans will continue to use the attached investment lineup and all quotes for services should include the current investment menu.

1. If you are unable to obtain any of these current fund options, please recommend alternative funds and statistical data on your suggested alternative. Revenue sharing amounts per fund must be fully disclosed.
2. Is your proposed asset custodian an “open architecture” platform or are the specific restrictions that must be adhered to with respect to the plan investment alternatives?
3. Do you have the ability to offer “custom” asset allocation funds?
4. Regarding your recommended stable value fund, if it is NOT the current Morley Stable Value Fund, supply the following information:
 - a) Liquidation policy in the event the fund is terminated. Describe MVA or PUT provision in detail.



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- b) Your policies for:
 - (1) Employee-initiated withdrawals
 - (2) Employer-initiated withdrawals
 - (3) Inter-fund transfers
- c) What is the current “net” crediting rate and how often is that rate adjusted?



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ATTACHMENT B. FEE DISCLOSURE

Note: Please break down your fees for both the 457(b) Plan and the 401(a) Plan separately.

Services	457 Plan	401(a) Plan
Implementation/Conversion Fee	\$	
Annual Administration Total <ul style="list-style-type: none">▪ Base Record keeping Fee▪ Per Participant▪ Asset Based Fee	 \$ \$ %	
Annual Compliance Fee	\$	
Education Meeting Fee	\$	
Other Administrative Fee(s)	\$	
Total Annual Billable Admin Expenses	\$	
Annual Trust/Custodian Fee	\$	
Fee to Distribute Required Disclosures/Notices	\$	
Ancillary Fees - Participant		
Distributions	\$	
Determination of Financial Hardship Process	\$	
Loans <ul style="list-style-type: none">• Set up• Ongoing	 \$ \$	
Financial Withdrawals QDRO's	 \$ \$	



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ATTACHMENT C. REQUIRED 17-1400 DISCLOSURE

In accordance with the City of Philadelphia's contract reform legislation, codified as The Philadelphia Code Title 17 Chapter 17-1400, persons and entities who wish to provide goods and services to PGW must provide certain information about contributions they have made to elected City officials or candidates for City offices. Please note that, if selected, you will be required to update such disclosure during the term of your agreement with PGW and for one year thereafter.

Therefore, the following information must be provided to PGW:

1. Did you use any consultant with respect to this RFP or the contract at issue within the prior one year period? If so, you are required to list (in an attachment hereto) the following information for each such consultant: (i) name, (ii) business address, (iii) business phone number and (iv) amount paid or to be paid. YES ☐ NO ☐

As used herein, the term "consultant" means any person or entity used to assist you in obtaining a contract through direct or indirect communication with the City, PGW, any City Agency or any officer or employee of any of them, if such communication is undertaken by the person or entity for payment.

2. Have you or any consultant disclosed above made any contributions of money or in-kind assistance within the prior two year period to (i) any candidate for nomination or election to any public office in Pennsylvania, (ii) any individual who holds any such office, (iii) any political committee or state party in Pennsylvania or (iv) any group, committee or association organized in support of any such candidate, office holder, political committee or state party in Pennsylvania? If so, you are required to list (in an attachment hereto) the date, amount and recipient of each such contribution. YES ☐ NO ☐

For purposes hereof, (i) contributions made by a person's immediate family shall be deemed contributions made by that person and (ii) contributions made by an entity's affiliate or an officer, director, controlling shareholder or partner of an entity's or such entity's affiliate shall be deemed contributions made by that entity.



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3. Do you intend to use any subcontractors on this contract? If so, you are required to list (in an attachment hereto) the following information for each such subcontractor: (i) name, (ii) business address, (iii) business phone number and (iv) amount or percentage to be paid. YES NO
☐ ☐
4. Within the prior two year period, has any City or PGW officer or employee asked (i) you, (ii) any of your officers, directors or management employees or (iii) any person or entity representing you, to give money, services, or any other thing of value to any person or entity? If so, you are required to list (in an attachment hereto) the following information for each such officer or employee: (i) name, (ii) title, (iii) date of request, (iv) amount requested and (iv) amount of any payment made in response to request (other than contributions listed under (2) above). YES NO
☐ ☐
5. Within the prior two year period, has any City or PGW officer or employee directly or indirectly advised (i) you, (ii) any of your officers, directors or management employees or (iii) any person or entity representing you, that a particular person or entity could be used by you to satisfy any goals in this RFP or contract for the participation of minority, women, disabled or disadvantaged business enterprises? If so, you are required to list (in an attachment hereto) the following information for each such officer or employee: (i) name, (ii) title, (iii) date of advice and (iv) name of person or entity they advised could be used to satisfy such goals. YES NO
☐ ☐

The undersigned hereby certifies that the information provided herein is true and correct as of the date set forth below.

Signature: _____

Title: _____

Name of Entity: _____

Date: _____

(Please Print)



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ATTACHMENT D. DEMOGRAPHIC SURVEY

A key tenet of PGW's practice of good corporate citizenship is its commitment to the use, non-discrimination against and development of qualified minority, disabled and women vendors and to non-discrimination in employment.

In an effort to insure the full inclusion of all segments of the American population, PGW is requesting that the following information be returned with your proposal:

- A. Does your organization have a written program which addresses the utilization of minority business enterprises (MBE), disabled business enterprises (DBE) and women enterprises (WBE) in the manufacturing, distribution of servicing of your product(s)? If so, please furnish a copy of your program. Please provide statistics of MBE, DBE and WBE in (1) manufacturing, (2) distribution, and (3) service for the past two years.
- | | YES | NO |
|--|--------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> |

COMMENTS: _____

- B. Does your organization foster economic growth and development by providing procurement opportunities to MBE/DBE/WBE firms as material suppliers, contractors, sub-contractors, etc? If so, please furnish a copy of your company policy or directive.
- | | YES | NO |
|--|--------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> |

COMMENTS: _____

- C. Does your organization have an Affirmative Action Equal Employment Opportunity Policy? If so, please furnish a copy of this policy.
- | | YES | NO |
|--|--------------------------|--------------------------|
| | <input type="checkbox"/> | <input type="checkbox"/> |

COMMENTS: _____



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- D. Please furnish data depicting the composition of your work force by ethnic group gender and their appropriate titles/job classifications.

# OF EMPLOYEES	TITLE CLASS	ETHNIC GROUP	GENDER

As a socially responsible entity, PGW seeks to insure that its business partners are committed and dedicated to the practice of including all segments of the American population in their business practices. Accordingly, the information requested above must be provided or your proposal may be rejected as non-responsive.

If the information was provided to PGW within the past twelve months, please check here: ☐

Signature: _____

Title: _____

Name of Firm: _____

(Please Print)



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ATTACHMENT E. Current Investment Options

List of Current Investment Options in the Plans as of 9/30/19

Fund Name	Ticker Symbol CUSIP	457 Plan Balance	401(a) Plan Asset
AMERICAN CAPITAL WORLD G&I	RWIEX	\$510,457	\$47,712
T ROWE PRICE DIVIDEND GROWTH	PRDGX	\$3,981,043	\$40,494
AMERICAN FUNDS EUROPACIFIC R	REREX	\$518,032	\$66,730
DELAWARE SMALL CAP VALUE	DEVIX	\$2,302,604	\$36,489
GOLDMAN SACHS INTL EQUITY INSIGHTS R6	GCIUX	\$1,486,756	\$42,787
ISHARES MSCI TOTAL INTL IDX INV A	BDOAX	\$42,743	\$10,781
JANUS HENDERSON ENTERPRISE FUND T SHARES	JAENX	\$9,618,845	\$75,927
JPMORGAN CORE BOND	JCBRX	\$2,245,909	\$156,731
JPMORGAN SMALL CAP EQUITY	JSERX	\$2,057,474	\$177,579
MFS VALUE	MEIHX	\$877,414	\$6,524,067
MORLEY STABLE VALUE CL 50	CUSIP # 852320456	\$22,297,353	\$94,142
PGW PRIMECAP FUND (UNITIZED)	VPMCX (UNITIZED)	\$65,008,129	\$34,404
PIMCO INCOME INSTITUTIONAL	PIMIX	\$1,591,136	\$755,604
PRINCIPAL LARGE CAP S&P 500 INDEX R5	PLFPX	\$569,786	\$48,882
PRINCIPAL MIDCAP S&P 400 INDEX	PMFPX	\$3,585,952	\$124,981
PRINCIPAL REAL ESTATE SECURITIES	PIREX	\$580,603	\$228,898
PRINCIPAL SMALLCAP S&P 600 INDEX	PSSPX	\$472,213	\$43,833



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T. ROWE PRICE BLUE CHIP GROWTH	TRBCX	\$2,727,131	\$90,113
T. ROWE PRICE NEW ERA	PRNEX	\$345,616	\$176,947
T. ROWE PRICE RETIREMENT 2015	PARHX	\$1,079	\$31,987
T. ROWE PRICE RETIREMENT 2020	PARBX	\$2,295,705	\$158,628
T. ROWE PRICE RETIREMENT 2025	PARJX	\$47,715	\$1,262
T. ROWE PRICE RETIREMENT 2030	PARCX	\$10,793,161	\$3,230,331
T. ROWE PRICE RETIREMENT 2035	PARKX	\$124,786	\$1,207
T. ROWE PRICE RETIREMENT 2040	PARDX	\$1,180,415	\$371,097
T. ROWE PRICE RETIREMENT 2045	PARLX	\$21,930	\$8,299
T. ROWE PRICE RETIREMENT 2050	PARFX	\$65,277	\$63,731
T. ROWE PRICE RETIREMENT 2055	PAROX	\$1,299,232	\$388,670
T. ROWE PRICE RETIREMENT 2060	TRRYX	\$27,960	\$15,824
Loan Fund		\$4,456,603	\$632,989
Total:		\$141,133,060	\$13,681,123