

New York State Department of Civil Service
Request for Proposals
RFP #2012ABMC-1
Actuarial and Benefits Management Consulting Services

Jonathan Nemeth
Senior Vice President
Aon Hewitt
400 Atrium Drive
Somerset, NJ 08873

ADMINISTRATIVE PROPOSAL

May 31, 2012



ADMINISTRATIVE PROPOSAL

TABLE OF CONTENTS

Section	Form	Page
§4.02.1	Exhibit A – Formal Offer Letter	3
§4.02.2	Exhibit B – Offeror Qualification Certification	5
§4.02.3	Exhibit C – Compliance with Public Officers Law Requirements	8
§4.02.4	Exhibit D – Proposal Submission Requirements Checklist	9
§4.02.5	Exhibit E – EEO Staffing Plan (form EEO-100)	12
§4.02.5	Exhibit F – Certification of Good Faith Efforts (form MWBE-104)	14
§4.02.5	Exhibit G – MWBE Utilization Plan (form MWBE-100)	15
§4.02.6	Exhibit H – Compliance with Americans with Disabilities Act	18
§4.02.7	Exhibit I – MacBride and Non-Collusive Bidding Certification	19
§4.02.8	Exhibit J – New York State Vendor Responsibility Questionnaire	20
§4.02.9	Exhibit K – Offeror’s Certification of Compliance Pursuant to State Finance Law §139-k(5)	33
§4.02.10	Financial Stability – Bank References	34
§4.02.11	Conflicts of Interest	38
§4.02.12	Exhibit L – Freedom of Information Law – Request for Redaction Chart	39
§4.02.13	Requested Redactions CD and Hard Copy	40

May 31, 2012

ABMC Procurement Manager
NYS Department of Civil Service
Alfred E. Smith State Office Building
Room 803
Albany, New York 12239

**RE: RFP No. 2012ABMC-1, entitled
“ACTUARIAL AND BENEFITS
MANAGEMENT CONSULTING SERVICES”
Firm Offer to the State of New York**

Aon Hewitt hereby submits this firm and binding offer (“Proposal”) to the State of New York in response to New York State Department of Civil Service Request for Proposals 2012ABMC-1, entitled “ACTUARIAL AND BENEFITS MANAGEMENT CONSULTING SERVICES” (RFP). The Proposal hereby submitted meets or exceeds all terms, conditions, and requirements set forth in the above-referenced RFP and in the manner set forth in the RFP.

Aon Hewitt accepts the terms and conditions as set forth in RFP Section 6, Appendices A through D, and agrees to satisfy the comprehensive programmatic duties and responsibilities outlined in the RFP in the manner set forth in the RFP.

Aon Hewitt agrees to execute a contractual agreement composed substantially of the terms and conditions set forth in Section 6 of the RFP, and accepts as non-negotiable the terms and conditions set forth in Appendices A through D of the RFP, subject to modification as suggested in Exhibit S – Extraneous Terms.

Aon Hewitt further agrees, if selected as a result of the RFP, to comply with the provisions of 1) the Tax Law Section 5-a, Certification Regarding Sales and Compensating Use Tax as set forth in §2.02.9 of the RFP; 2) Sections 57 and 220 of the New York State Workers’ Compensation Law as set forth in §2.02.10 of the RFP; and 3) the Consultant Disclosure Requirements as set forth in §2.02.11 of the RFP.

This formal offer will remain firm and non-revocable for a minimum period of 365 days from the Proposal Due Date and Time as set forth in the RFP. In the event that a contract is not approved by the NYS Comptroller within the 365 day period, this offer shall remain firm and binding beyond the 365 day period and until a contract is approved by the NYS Comptroller, unless Aon Hewitt delivers to the Department of Civil Service written notice of withdrawal of its Proposal.

Aon Hewitt’s complete offer is set forth as follows:

- | | |
|---------------------------------|--|
| <u>Administrative Proposal:</u> | Total of five (5) hard copy volumes [one (1) original and four (4) copies] and one (1) electronic copy on CD. |
| <u>Technical Proposal:</u> | Total of eleven (11) hard copy volumes [one (1) original and ten (10) copies] and one (1) electronic copy on CD. |
| <u>Financial Proposal:</u> | Total of five (5) hard copy volumes [one (1) original and four (4) copies] and one (1) electronic copy on CD. |

Exhibit A – Page 2 of 2

The undersigned affirms and swears he has the legal authority and capacity to sign and make this offer on behalf of Aon Hewitt and possesses the legal authority and capacity to act on behalf of Aon Hewitt to execute a contract with the State of New York.

The undersigned affirms and swears as to the truth and veracity of all documents included in this offer.

Date: 5/31/12

[Redacted Signature]

Signature

PRINT:

SIGNATORY'S NAME Jonathan Nemeth TITLE Senior Vice President

INDIVIDUAL, CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF New Jersey }
 : SS.:
COUNTY OF Somerset }

On the 31 day of May in the year 2012, before me personally appeared:

JONATHAN NEMETH, known to me to be the person who

executed the foregoing instrument, who, being duly sworn by me did depose and say that he resides at [Redacted], Town of [Redacted], County of [Redacted], State of [Redacted]; and further that, if applicable:

[Check One, If Applicable]

(**If a corporation**): he is the Senior Vice President of Aon Hewitt, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, he is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.

(**If a partnership**): he is the _____ of _____, the partnership described in said instrument; that, by the terms of said partnership, he is authorized to execute the foregoing instrument on behalf of the partnership for the purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name and on behalf of said partnership as the act and deed of said partnership.

[Redacted Signature]
Notary Public

[Redacted Notary Seal]

EXHIBIT B Offeror Qualification Certification**Exhibit B - Page 1 of 3**

An authorized representative of the Offeror who is legally authorized to certify the information requested in the name of and on behalf of the Offeror is required to complete and sign the Offeror Attestations and provide all requested information. Offeror's authorized representative must certify as to the truth of the representations made by signing where indicated, below.

CERTIFICATION:

The Offeror (1) recognizes that the following representations are submitted for the express purpose of assisting the State of New York in making a determination to award a contract; (2) acknowledges and agrees by submitting the Attestation, that the State may at its discretion, verify the truth and accuracy of all statements made herein; (3) certifies that the information submitted in this certification and any attached documentation is true, accurate and complete.

Name of Business Entity Submitting Bid:	Aon Hewitt	
Entity's Legal Form:	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other _____	
No.	RFP Ref.	RFP Requirement:
1.	§1.02.1(a)	<p>The Offeror represents and warrants that, at time of Proposal submission, the Offeror:</p> <p><input checked="" type="checkbox"/> is <input type="checkbox"/> is not authorized to conduct business in New York State.</p> <p>If not authorized to conduct business in New York State, at time of Proposal submission, the Offeror represents and warrants that it:</p> <p><input type="checkbox"/> has <input type="checkbox"/> has not filed an application for authority to do business in New York State with the New York State Secretary of State.</p>
No.	RFP Ref.	RFP Requirement:
2.	§1.02.1(b)	<p>At time of Proposal submission, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> has <input type="checkbox"/> has not completed, obtained or performed all registrations, filings, approvals, authorizations, consents and examinations required by any governmental authority for the provision of the delivery of Project Services and that it will, during the term of the Contract, comply with any requirements imposed upon it by law.</p>
No.	RFP Ref.	RFP Requirement:
3.	§1.02.1(c)	<p>The Offeror:</p> <p><input checked="" type="checkbox"/> agrees <input type="checkbox"/> does not agree</p> <p>that if selected by the Department as the successful Offeror in this Procurement, the Offeror (Contractor) shall be precluded from 1) submitting a proposal in response to; and/or 2) participating in any way in the development or consultation of any Offeror's proposal(s) in response to any procurement undertaken by the Department for which the Contractor participated, in any manner whatsoever, in the development of the services which are the subject matter of that procurement and/or the associated procurement vehicle and/or its associated evaluation criteria.</p>

Name of Business Entity Submitting Bid:		
No.	RFP Ref.	RFP Requirement:
4.	§1.02.1(d)	<p>The Offeror:</p> <p><input checked="" type="checkbox"/> agrees and acknowledges</p> <p><input type="checkbox"/> does not agree and/or acknowledge</p> <p>that all claims, enrollment, and other data (i.e., materials) provided by the Department or the Department's agents and/or contractors is being provided to the Offeror (Contractor) solely for the purpose of allowing the Contractor to fulfill its duties and responsibilities under the Contract; and that said materials are and remain the sole property of the State; and the Offeror:</p> <p><input checked="" type="checkbox"/> represents and warrants</p> <p><input type="checkbox"/> does not represent and/or warrant</p> <p>that it will not share, sell, release, or make the data available to third parties in any manner without the written consent of the Department, except as directed by a court of competent jurisdiction, or as necessary to comply with applicable New York State or federal law.</p>
No.	RFP Ref.	RFP Requirement:
5.	§1.02.1(e)	<p>At time of Proposal submission, Offeror represents and warrants that , if selected by the Department as the successful Offeror in this Procurement, all activities associated with Tasks 1, 2, 3 and 4, as applicable:</p> <p><input checked="" type="checkbox"/> will</p> <p><input type="checkbox"/> will not</p> <p>be overseen by an individual certified as a Fellow in the Society of Actuaries (FSA).</p>
No.	RFP Ref.	RFP Requirement:
6.	§1.02.2(a)	<p>At time of Proposal submission, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> does</p> <p><input type="checkbox"/> does not</p> <p>possess adequate staffing resources, financial resources and organizational capacity to perform the type, magnitude and quality of work specified in the RFP.</p> <p><i>(Note: Evidence that Offeror has adequate staffing resources, financial resources and organization to perform the type, magnitude and quality of work specified in the RFP is to be provided in the Offeror's Organizational Overview section of the Offeror's Technical Proposal.)</i></p>

(REMAINDER OF PAGE LEFT INTENTIONALLY BLANK)

Name of Business Entity Submitting Bid:		
No.	RFP Ref.	RFP Requirement:
7.	§1.02.2(b)	At time of Proposal submission, Offeror represents and warrants that it: <input checked="" type="checkbox"/> has <input type="checkbox"/> has not maintained an organization capable of performing the work specified herein the RFP, in continuous operation for at least the past three (3) years and that it has provided services comparable to the Project Services outlined in the RFP continuously during said period for the benefit of, at a minimum, three (3) governmental organizations. <i>(Note: Evidence that Offeror has maintained an organization capable of performing the work specified herein the RFP, in continuous operation for at least the past three (3) years and that it has provided services comparable to the Project Services outlined in the RFP continuously during said period for the benefit of, at a minimum, three (3) governmental organizations is to be provided in the Offeror's Organizational Overview section of the Offeror's Technical Proposal.)</i>
No.	RFP Ref.	RFP Requirement:
8	§1.02.2(c)	Offeror represents and warrants that, for each of the past three (3), it: <input checked="" type="checkbox"/> has <input type="checkbox"/> has not generated gross revenue in excess of \$500,000 per year from benefit consulting/outsourcing services.

Date: 5/31/12






 Signature

PRINT:
 SIGNATORY'S NAME Jonathan Nemeth TITLE Senior Vice President

INDIVIDUAL, CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF New Jersey }
 COUNTY OF Somerset : SS.: }

On the 31st day of May in the year 2012, before me personally appeared:

JONATHAN NEMETH, known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that he resides at , Town of , County of , State of ; and further that, if applicable:

[Check One, If Applicable]

If a corporation: he is the Senior Vice President of Aon Hewitt, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, he is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.

If a partnership: he is the _____ of _____, the partnership described in said instrument; that, by the terms of said partnership, he is authorized to execute the foregoing instrument on behalf of the partnership for the purposes set forth therein; and that, pursuant to that authority, he executed the foregoing instrument in the name and on _____ the act and deed of said partnership.


 Notary Public

EXHIBIT D Proposal Submission Requirements Checklist

Exhibit D – Page 1 of 3

The following checklist is provided for use of Offerors to help ensure Offeror’s compliance with the RFP requirements. Offerors should indicate by checkmark that the Offeror’s Proposal meets each of the following submission requirements (Use RFP provided forms as stipulated. If no form is stipulated, submit appropriate documentation as stated in the requirement.)

TIMELY SUBMISSION:

Offerors are reminded that Offerors are solely responsible for timely delivery of their Proposal to DCS prior to the stated Proposal Due Date and Time deadline as set forth in RFP §2.01.1.

1. PACKAGING AND FORMATTING REQUIREMENTS:

Each part of the Offeror’s Proposal (Administrative, Technical and Financial Proposal) must comply with the formatting requirements stated in RFP §2.01.8.

Check (√) If Included	RFP Section	Required Submission
√	§2.01.8.a	The Offeror’s Proposal is organized in three separate (3) parts: Administrative; Technical, and Financial Proposals.
√	§2.01.8.a	Offerors must submit one (1) ORIGINAL separately bound hard copy of each part.
√	§2.01.8.a	<ul style="list-style-type: none"> • eleven (11) separately bound hard copies of the Offeror’s Technical Proposal; and • five (5) separately bound hard copies of the Offeror’s Administrative and Financial Proposals
√	§2.01.8.a	One (1) electronic copy (CD) of each of the three (3) parts of the Offeror’s Proposal.
√	§2.01.8.a	Each ORIGINAL hard copy of each part is marked "ORIGINAL" and contains an original signature of an official(s) authorized to bind the Offeror to its provisions on all forms submitted that require the Offeror’s signature.
√	§2.01.8.a	The remaining hard copies of each part contain either an original signature or a copy of the official’s signature on all forms submitted that require the Offeror’s signature and they are numbered sequentially (e.g. Copy #1, Copy #2, etc).
√	§2.01.8.a	Proposals are placed and packaged together, by part, in sealed boxes/envelopes.
√	§2.01.8.a	Each sealed boxes/envelopes contains a label on the outside of the container which contains the required labeling information.
The Proposal complies with the formatting requirements set forth in the RFP in terms of:		
√	§2.01.8.b	<u>Binding of Proposal:</u> The official name of the organization(s) and “ACTUARIAL AND BENEFITS MANAGEMENT CONSULTING SERVICES” appears either on the outside front cover of each copy of the Offeror’s Administrative, Technical and Financial Proposal, or if the Proposals are submitted in loose-leaf binders on the spine of the binders
√	§2.01.8.b	<u>Table of Contents:</u> Each Proposal contains as table of contents.
√	§2.01.8.b	<u>Index Tabs:</u> Each major section of the Proposal and each exhibit/attachment/appendices is labeled with an index tab that completely identifies the title of the section, or exhibit, attachment or appendix as named in the table of contents.
√	§2.01.8.b	<u>Pagination:</u> Each page of each of the three (3) parts of the Offeror’s Proposal is dated and numbered consecutively from its beginning through all appended material.

Exhibit D – Page 2 of 3**2. ADMINISTRATIVE PROPOSAL:**

The Offeror's Administrative Proposal must respond to all of the mandatory sections as set forth in RFP §4.02.1 through §4.02.12, in the order specific in §4.02 and using the specified forms and formats, as applicable, set forth in RFP Exhibit A through Exhibit L. *Sub-sections for which narrative information is to be provided, if any, are not separately listed in the table below, just the Section title and Exhibits, if any that are to be included at that section of the Offeror's Administrative Proposal. When indicating that a section is included the Offeror should ensure that all required submission associated with a given section and its subsections, if any, have been provided (Note: Although not an Official Component of the Offeror's Administrative Proposal, the Checklist includes the "Requested Redactions DC and Hard Copy" as requested to be provided per RFP §4.02.13):*

Check (√) If Included	RFP Section	Required Submission and Associated Exhibits, if any
√	§4.02.1	Formal Offer Letter – Exhibit A
√	§4.02.2	Offeror Qualification Certification – Exhibit B
√	§4.02.3	Compliance with Public Officers law Requirements – Exhibit C
√	§4.02.4	Proposal Submission Requirements Checklist – Exhibit D
√	§4.02.5	1. EEO Staffing Plan (form EEO-100) - Exhibit E 2. Certification of Good Faith Efforts (form MWBE-104) – Exhibit F 3. MWBE Utilization Plan (form MWBE-100) – Exhibit G
√	§4.02.6	Compliance with Americans with Disabilities Act – Exhibit H
√	§4.02.7	MacBride and Non-Collusive Bidding Certification – Exhibit I
√	§4.02.8	New York State Standard Vendor Responsibility Questionnaire – Exhibit J
√	§4.02.9	Offeror's Certification of Compliance Pursuant to State Finance Law §139-k(5) – Exhibit K
√	§4.02.10	Financial Stability (No associated Exhibit)
√	§4.02.11	Conflicts of Interest (No associated Exhibit)
√	§4.02.12	Freedom of Information Law – Request for Redaction Chart – Exhibit L
Check (√) If Included	RFP Section	Supplemental Information Requested to be Included with Administrative Proposal Package
√	§4.02.13	Requested Redactions CD and Hard Copy

3. TECHNICAL PROPOSAL:

The Offeror's Technical Proposal must respond to all of the mandatory sections as set forth in RFP §4.03.1 through §4.03.6, in the order specified in §4.03 and using the specified formats and forms, as applicable, set forth in RFP Exhibit M through Exhibit Q. *Sub-sections for which narrative information is to be provided, if any, are not separately listed in the table below, just the Section title and Exhibits, if any that are to be included at that section of the Offeror's Technical Proposal. When indicating that a section is included the Offeror should ensure that all required submission associated with a given section and its subsections, if any, have been provided:*

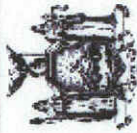
Check (√) If Included	RFP Section	Required Submission – Associated Exhibits, if any
√	§4.03	Copy of Offeror's Format Offer Letter
√	§4.03.1	Organizational Overview(No associated Exhibit)
√	§4.03.2	Key Subcontractors – Exhibit M
√	§4.03.3	Client References – 3 client references using Exhibit N
√	§4.03.4	Project Management Team – Exhibit O and Exhibit P
√	§4.03.5	Project Services – including 3 prior ad hoc projects and, if applicable, self funded rate development and review project(s), using Exhibit Q

√	§4.03.6	Performance Guarantees (No associated Exhibit)
---	---------	--

Exhibit D – Page 3 of 3**4. FINANCIAL PROPOSAL:**

The Offeror's Financial Proposal must respond to all of the mandatory sections as set forth in RFP §4.04.1 through §4.04.3, in the order specified in §4.04 and using the specified forms and formats set forth in RFP Exhibit R, Forms 1 through 4. *Sub-sections for which narrative information is to be provided, if any, are not separately listed in the table below, just the Section title and Exhibits, if any bits that are to be included at that section of the Offeror's Financial Proposal. When indicating that a section is included the Offeror should ensure that all required submission associated with a given section and its subsections, if any, have been provided:*

Check (√) If Included	RFP Section	Required Submission – Associated Exhibits, if any
√	§4.04	Copy of Offeror's Formal Offer Letter
√	§4.04.1	Task #1 – Premium Rate Renewals and Plan Funding Requirements – Exhibit R, Form 1
√	§4.04.2	Task #2 – Quarterly Analysis – Exhibit R, Form 2
√	§4.04.3	Tasks #3 and #4 – GASB 45 Valuation and Ad Hoc Projects Fixed Hourly Rates – Exhibit R, Forms 3 and 4



State of New York
 Department of Civil Service
 Alfred E. Smith State Office Building
 Albany, NY 12239

EQUAL EMPLOYMENT OPPORTUNITY STAFFING PLAN

OFFICE OF FINANCIAL ADMINISTRATION EEO-100 (9/2011)

Solicitation No.: _____

Reporting Entity: Contractor Subcontractor

Report includes: Contractor's work force to be utilized on this contract
 Contractor's total work force
 Subcontractor's work force to be utilized on this contract
 Subcontractor's total work force

Contractor/Subcontractor's Name: **Aon Hewitt**

Contractor/Subcontractor's Address: 400 Arden Drive, Somerset, NJ 08873

FEIN: 22-2232264

Enter the total number of employees in each classification in each of the EEO-Job Categories identified.

EEO Job Categories	Work force by Gender		Work force by Race/Ethnic Identification							Disabled Individual (M) (F)	Veteran (M) (F)
	Total Work Force	Total Male (M)	White (M)	Black (M)	Hispanic (M)	Asian (M)	American Indian or Alaskan Native (M)	Disability (M)			
			(F)	(F)	(F)	(F)	(F)	(F)			
Executive/Senior level Officials & Managers	1	1	1								
First/Mid level officials & Managers	37	27	10	1		1	2				
Professionals	34	22	17	1		1	1				
Technicians	0	0									
Sales Workers	1	0									
Administrative Support Workers	26	5	4	7		1	1				
Craft Workers											
Operatives											
Laborers and Helpers											
Service Workers											
Totals											

PREPARED BY (Signature): _____ TELEPHONE NO.: _____ DATE: 5/31/12

EMAIL ADDRESS: _____

NAME AND TITLE OF PREPARER (Print or Type): Jonathan Nemeth SUP



State of New York
 Department of Civil Service
 Alfred E. Smith State Office Building
 Albany, NY 12239

EQUAL EMPLOYMENT OPPORTUNITY STAFFING PLAN

OFFICE OF FINANCIAL ADMINISTRATION

EEO-100 (9/2011)

Page 2 of 2

General Instructions: All Offerors must complete an EEO Staffing Plan (EEO 100) and submit it as part of the bid or proposal package. Where the work force to be utilized in the performance of the State contract can be separated out from the contractor's total work force, the Offeror shall complete this form only for the anticipated work force to be utilized in the State contract. Where the work force to be utilized in the performance of the State contract cannot be separated out from the contractor's total work force, the Offeror shall complete this form for the contractor's total work force. Subcontractors awarded a subcontract over \$25,000 for the construction, demolition, replacement, major repair, renovation, planning or design of real property and improvements thereon (the "Work") except where the Work is for the beneficial use of the Contractor must complete this form upon request of the Department.

Instructions for completing:

1. Enter the Solicitation Number that this report applies to along with the name and address of the Offeror (contractor).
2. Check off the appropriate box to indicate if the report is the contractor or a subcontractor.
3. Check off the appropriate box to indicate if the contractor's/subcontractor's work force being reported is just for the contract or the total work force.
4. Enter the total work force by EEO job category.
5. Break down the total work force by gender and enter under the heading "Work force by Gender."
6. Break down the total work force by race/ethnic background and enter under the heading "Work force by Race/Ethnic Identification."
7. Enter information on any disabled or veteran employees included in the work force under the appropriate heading.
8. Enter the name, title, phone number and email address for the person completing the form. Sign and date the form in the designated boxes.

RACE/ETHNIC IDENTIFICATION

Race/ethnic designations as used by the Equal Employment Opportunity Commission do not denote scientific definitions of anthropological origins. For the purposes of this report, an employee may be included in the group to which he or she appears to belong, identifies with, or is regarded in the community as belonging. However, no person should be counted in more than one race/ethnic group. The race/ethnic categories for this survey are:

WHITE: (Not of Hispanic origin) All persons having origins in any of the original peoples of Europe, North Africa, or the Middle East.

BLACK: A person, not of Hispanic origin, who has origins in any of the black racial groups of the original peoples of Africa.

HISPANIC: A person of Mexican, Puerto Rican, Cuban, Central or South American or other Spanish culture or origin, regardless of race.


ASIAN & PACIFIC ISLANDER: A person having origins in any of the original peoples of the Far East, Southeast Asia, the Indian subcontinent or the Pacific Islands.

AMERICAN INDIAN OR ALASKAN NATIVE (Not of Hispanic Origin): A person having origins in any of the original peoples of North America, and who maintains cultural identification through tribal affiliation or community recognition.

DISABLED INDIVIDUAL - any person who:

- has a physical or mental impairment that substantially limits one or more major life activity
- has a record of such an impairment; or
- is regarded as having such an impairment.

VIETNAM ERA VETERAN: A veteran who served at any time between and including January 1, 1963 and May 7, 1975.

	<p>State of New York Department of Civil Service Alfred E. Smith State Office Building Albany, NY 12239</p>	<p>M/WBE GOAL REQUIREMENTS CERTIFICATION OF GOOD FAITH EFFORTS OFFICE OF FINANCIAL ADMINISTRATION MWBE-104 (1/2012)</p>
---	---	--

The Contractor must document "good faith efforts" to provide meaningful participation by New York State Certified M/WBE subcontractors or suppliers in the performance of the State Contract.

The undersigned hereby certifies that he/she has taken the following actions on behalf of the Contractor to demonstrate the aforesaid good faith efforts [check actions as applicable]:

- (a) The Contractor attended any pre-bid meetings that were scheduled by the Department or the NYS Department of Economic Development or its designee to inform minority and women business enterprises of contracting and subcontracting opportunities available on the project;
- (b) The Contractor identified economically feasible units of the project that could be contracted or subcontracted to minority and women small business enterprises in order to increase the likelihood of participation by such enterprises;
- (c) The Contractor advertised in general circulation, trade association, and trade-oriented, minority and women-focused publications, if any, concerning the contracting or subcontracting opportunity;
- (d) The Contractor solicited and provided written notice to a reasonable number of minority and women business enterprises identified from current certified lists of such business enterprises provided or maintained by the NYS Empire State Development's Division of Minority and Women Owned Business Development, or its designee, of the contracting or subcontracting opportunity in sufficient time to allow the enterprises to participate effectively;
- (e) The Contractor followed up initial solicitations by contacting the enterprises to determine whether the enterprises were interested in such contracting or subcontracting opportunity;
- (f) The Contractor provided interested minority and women business enterprises with adequate information about the plans, specifications and requirements for the contracting or subcontracting opportunity;
- (g) The Contractor used the services of community organizations, contractor groups, state and federal business assistance offices and other organizations identified by the NYS Department of Economic Development or its designee that provide assistance in the recruitment and placement of minority and women business enterprises; and
- (h) The Contractor negotiated in good faith with minority and women business enterprises submitting bids, proposals, or quotations and did not, without justifiable reason, reject as unsatisfactory any bids, proposals or quotations prepared by any minority or women business. "Good faith" negotiating means engaging in good faith discussions with minority or women businesses about the nature of the work, scheduling, requirements for special equipment, opportunities for dividing of work among the bidders, proposers, and various subcontractors and the bids of the minority or women businesses, including sharing with them any cost estimates from the request for proposal or invitation to bid documents, if available.

Signature:		Date:	5/31/12
Print Name:	Jonathan Pignatelli		
Title:	Senior Vice President		
Company:	Aon Hewitt		

Sworn to before me this 31st day of May 2012

Notary Public



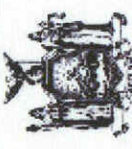
State of New York
 Department of Civil Service
 Alfred E. Smith State Office Building
 Albany, NY 12239

MWBE UTILIZATION PLAN

OFFICE OF FINANCIAL ADMINISTRATION MWBE-100 (9/2011)

INSTRUCTIONS: All Offerors must complete this MWBE Utilization Plan and submit it as part of their Proposal. The Plan must contain a detailed description of the services to be provided by each Minority and/or Woman-Owned Business Enterprise (M/WBE) identified by the Offeror.

Offeror Name: Aon Hewitt Address: 400 Atrium Drive City, State, Zip Code: Somerset, NJ 08873		Federal Identification No.: 22-2232264 Solicitation No.: 2012ABMC-1	
1. M/WBE Subcontractors/Suppliers Name, Address, Email Address, Telephone No. A.		2. Classification NYS ESD Certified <input type="checkbox"/> MBE <input type="checkbox"/> WBE	3. Federal ID No.
B.		NYS ESD Certified <input type="checkbox"/> MBE <input type="checkbox"/> WBE	4. Detailed Description of Work (Attach additional sheets, if necessary.) 5. Dollar Value of Subcontracts/Supplies
6. WAIVER REQUESTED: MBE: <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO IF YES, submit form MWBE101 PREPARED BY (Signature): [Redacted]		WBE: <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO IF YES, submit form MWBE101 TELEPHONE NO.: [Redacted]	EMAIL ADDRESS: [Redacted]
NAME AND TITLE OF PREPARER (Print or Type): Jonathan Nemeth, Senior Vice President		DATE: Offeror's Certification Status: <input type="checkbox"/> MBE <input type="checkbox"/> WBE	
SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE 15-A. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NONCOMPLIANCE AND/OR PROPOSAL DISQUALIFICATION.			
REVIEWED BY: _____ DATE: _____		*****FOR DEPARTMENT USE ONLY*****	
UTILIZATION PLAN APPROVED: <input type="checkbox"/> YES <input type="checkbox"/> NO MBE CERTIFIED: <input type="checkbox"/> YES <input type="checkbox"/> NO WBE CERTIFIED: <input type="checkbox"/> YES <input type="checkbox"/> NO WAIVER GRANTED: <input type="checkbox"/> YES <input type="checkbox"/> NO		<input type="checkbox"/> Total Waiver <input type="checkbox"/> Partial Waiver NOTICE OF DEFICIENCY ISSUED: <input type="checkbox"/> YES <input type="checkbox"/> NO Date: _____	

 <p>State of New York Department of Civil Service Alfred E. Smith State Office Building Albany, NY 12239</p>	<p>REQUEST FOR WAIVER FORM</p> <p>OFFICE OF FINANCIAL ADMINISTRATION MWBE-101 (9/2011)</p>
---	--

Page 1 of 2

INSTRUCTIONS: SEE PAGE 2 OF THIS ATTACHMENT FOR REQUIREMENTS AND DOCUMENT SUBMISSION INSTRUCTIONS.

Offeror/Contractor Name: Aon Hewitt	Federal Identification No.: 22-2232264
Address: 400 Atrium Drive	Solicitation No.: 2012ABMC-1
City, State, Zip Code: Somerset, NJ 08873	Contract No.:

By submitting this form and the required information, the company certifies that every Good Faith Effort has been taken to promote M/WBE participation pursuant to the M/WBE requirements set forth under the Procurement/Contract.

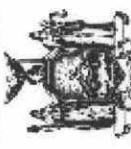
Offeror/Contractor is requesting a: Total Partial Certification Conditional

1. MBE Waiver - A waiver of the MBE Goal for the Procurement/Contract is requested.
2. WBE Waiver - A waiver of the WBE Goal for the Procurement/Contract is requested.
3. ESD Certification Waiver - A waiver of the requirement that the MBE/WBE be certified by Empire State Development (ESD). (Check here if MBE/WBE is NOT ESD certified.)
4. Conditional Waiver - (Attach separate sheet outlining special conditions or extenuating circumstances.)

Prepared By (Signature)	Date	Telephone Number	Email Address
Jonathan Nemeth	5/31/12	[REDACTED]	[REDACTED]

***** FOR DEPARTMENT USE ONLY *****

<p>SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR/CONTRACTOR'S ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH THE M/WBE REQUIREMENTS SET FORTH UNDER NYS EXECUTIVE LAW, ARTICLE 15-A. FAILURE TO SUBMIT COMPLETE AND ACCURATE INFORMATION MAY RESULT IN A FINDING OF NONCOMPLIANCE AND/OR PROPOSAL DISQUALIFICATION AND/OR TERMINATION OF THE</p>	<p>REVIEWED BY: _____ DATE: _____</p> <p>Waiver Granted: <input type="checkbox"/> YES <input type="checkbox"/> NO</p> <p><input type="checkbox"/> Total Waiver <input type="checkbox"/> Partial Waiver</p> <p><input type="checkbox"/> ESD Certification Waiver <input type="checkbox"/> Conditional</p> <p><input type="checkbox"/> Notice of Deficiency Issued - Date: _____</p> <p>*Comments: _____</p>
---	--

 State of New York Department of Civil Service Alfred E. Smith State Office Building Albany, NY 12239	REQUEST FOR WAIVER FORM OFFICE OF FINANCIAL ADMINISTRATION MWBE-101 (9/2011)
CONTRACT.	

M/WBE REQUIREMENTS AND WAIVER SUBMISSION

When completing the Request for Waiver Form please check all boxes that apply. To be considered, the Request for Waiver Form must be accompanied by documentation for items 1 – 11, as listed below. Copies of the following information and all relevant supporting documentation must be submitted along with the request:

1. A statement setting forth your basis for requesting a partial or total waiver.
2. The names of general circulation, trade association, and M/WBE-oriented publications in which you solicited M/WBEs for the purposes of complying with your participation goals.
3. A list identifying the date(s) that all solicitations for M/WBE participation were published in any of the above publications.
4. A list of all M/WBEs appearing in the NYS Directory of Certified Firms that were solicited for purposes of complying with your M/WBE participation levels.
5. Copies of notices, dates of contact, letters, and other correspondence as proof that solicitations were made in writing and copies of such solicitations, or a sample copy of the solicitation if an identical solicitation was made to all M/WBEs.
6. Provide copies of responses made by M/WBEs to your solicitations.
7. Provide a description of any contract documents, plans, or specifications made available to M/WBEs for purposes of soliciting their bids and the date and manner in which these documents were made available.
8. Provide documentation of any negotiations between you, the Offeror/Contractor, and the M/WBEs undertaken for purposes of complying with your M/WBE participation goals.
9. Provide any other information you deem relevant which may help us in evaluating your request for a waiver.
10. Provide the name, title, address, telephone number, and email address of Offeror's/Contractor's representative authorized to discuss this waiver request.
11. Copy of notice of application receipt issued by Empire State Development (ESD).

Note: Unless a Total Waiver has been granted, Offeror/Contractor will be required to submit all reports and documents pursuant to the provisions set forth in the procurement and/or contract, as deemed appropriate by the Department, to determine M/WBE compliance. In cases where the Department grants a full or partial waiver of M/WBE participation goals, the waiver request will be posted to the Department's website.

You have selected the For-Profit Non-Construction questionnaire which may be printed and completed in this format or, for your convenience, may be completed online using the New York State VendRep System.

COMPLETION & CERTIFICATION

The person(s) completing the questionnaire must be knowledgeable about the vendor's business and operations. An owner or officer must certify the questionnaire and the signature must be notarized.

DEFINITIONS

All underlined terms are defined in the "New York State Vendor Responsibility Definitions List," found at <http://www.osc.state.ny.us/vendrep/documents/definitions.pdf>. These terms may not have their ordinary, common or traditional meanings. Each vendor is strongly encouraged to read the respective definitions for any and all underlined terms. By submitting this questionnaire, the vendor agrees to be bound by the terms as defined in the "New York State Vendor Responsibility Definitions List" existing at the time of certification.

RESPONSES

Every question must be answered. Each response must provide all relevant information which can be obtained within the limits of the law. However, information regarding a determination or finding made in error which was subsequently corrected is not required. Individuals and Sole Proprietors may use a Social Security Number but are encouraged to obtain and use a federal Employer Identification Number (EIN).

REPORTING ENTITY

Each vendor must indicate if the questionnaire is filed on behalf of the entire Legal Business Entity or an Organizational Unit within or operating under the authority of the Legal Business Entity and having the same EIN. Generally, the Organizational Unit option may be appropriate for a vendor that meets the definition of "Reporting Entity" but due to the size and complexity of the Legal Business Entity, is best able to provide the required information for the Organizational Unit, while providing more limited information for other parts of the Legal Business Entity and Associated Entities.

ASSOCIATED ENTITY

An Associated Entity is one that owns or controls the Reporting Entity or any entity owned or controlled by the Reporting Entity. However, the term Associated Entity does **not** include "sibling organizations" (i.e., entities owned or controlled by a parent company that owns or controls the Reporting Entity), unless such sibling entity has a direct relationship with or impact on the Reporting Entity.

STRUCTURE OF THE QUESTIONNAIRE

The questionnaire is organized into eleven sections. Section I is to be completed for the Legal Business Entity. Section II requires the vendor to specify the Reporting Entity for the questionnaire. Section III refers to the individuals of the Reporting Entity, while Sections IV-VIII require information about the Reporting Entity. Section IX pertains to any Associated Entities, with one question about their Officials/Owners. Section X relates to disclosure under the Freedom of Information Law (FOIL). Section XI requires an authorized contact for the questionnaire information.

I. LEGAL BUSINESS ENTITY INFORMATION			
Legal Business Entity Name ¹ Aon Consulting, Inc. (NJ) dba Aon Hewitt		EIN (<i>Enter 9 digits, without hyphen</i>) 222232264	
Address of the Principal Place of Business (street, city, state, 400 Atrium Drive, Somerset, NJ 08873		Telephone [REDACTED] ext.	Fax
E-mail [REDACTED]		Website aonhewitt.com	
Additional Legal Business Entity Identities: If applicable, list any other <u>DBA</u> , <u>Trade Name</u> , <u>Former Name</u> , <u>Other Identity</u> , or <u>EIN</u> used in the last five (5) years and the status (active or inactive).			
Type	Name	EIN	Status
	See Attached Aon Consulting (NJ) Corporate Subsidiary Chart as of November 8, 2011		
1.0 Legal Business Entity Type – Check appropriate box and provide additional information:			
<input checked="" type="checkbox"/> Corporation (including PC)	Date of Incorporation	9/15/1978	
<input type="checkbox"/> Limited Liability Company (LLC or PLLC)	Date of Organization		
<input type="checkbox"/> Partnership (including LLP, LP or General)	Date of Registration or Establishment		
<input type="checkbox"/> Sole Proprietor	How many years in business?		
<input type="checkbox"/> Other	Date Established		
If Other, explain:			
1.1 Was the Legal Business Entity formed or incorporated in New York State?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "No," indicate jurisdiction where Legal Business Entity was formed or incorporated and attach a Certificate of Good Standing from the applicable jurisdiction or provide an explanation if a Certificate of Good Standing is not available.			
<input type="checkbox"/> United States State _____			
<input checked="" type="checkbox"/> Other Country <u>New Jersey</u>			
Explain, if not available:			
1.2 Is the Legal Business Entity publicly traded?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide CIK Code or Ticker Symbol			
1.3 Does the Legal Business Entity have a DUNS Number?			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," Enter DUNS Number			
1.4 If the Legal Business Entity's Principal Place of Business is not in New York State, does the Legal Business Entity maintain an office in New York State? (Select "N/A," if Principal Place of Business is in New York State.)			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A

¹All underlined terms are defined in the "New York State Vendor Responsibility Definitions List," which can be found at <http://www.osc.state.ny.us/vendrep/documents/definitions.pdf>.

I. LEGAL BUSINESS ENTITY INFORMATION

If "Yes," provide the address and telephone number for one office located in New York State.
 199 Water Street, New York, NY 10038 Tel: (212) 441-2000

1.5 Is the Legal Business Entity a New York State certified Minority-Owned Business Enterprise (MBE), Women-Owned Business Enterprise (WBE), New York State Small Business (SB) or a federally certified Disadvantaged Business Enterprise (DBE)? Yes No

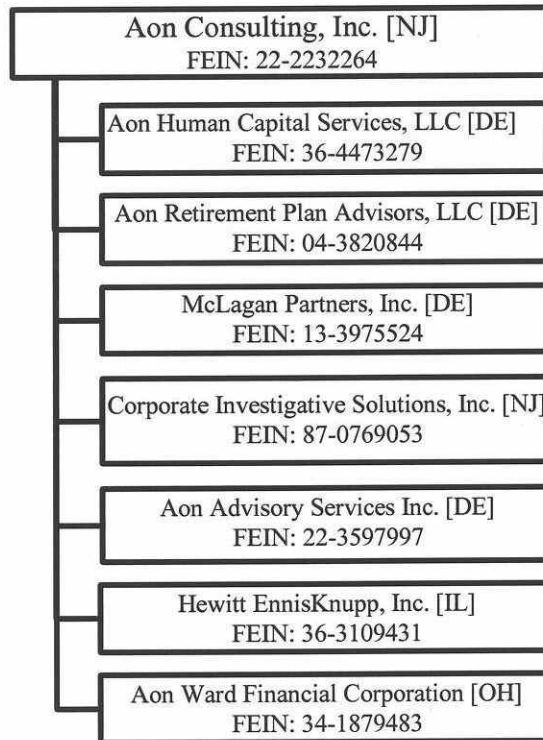
If "Yes," check all that apply:

- New York State certified Minority-Owned Business Enterprise (MBE)
- New York State certified Women-Owned Business Enterprise (WBE)
- New York State Small Business (SB)
- Federally certified Disadvantaged Business Enterprise (DBE)

1.6 Identify Officials and Principal Owners, if applicable. For each person, include name, title and percentage of ownership. Attach additional pages if necessary. If applicable, reference to relevant SEC filing(s) containing the required information is optional.

Name	Title	Percentage Ownership (Enter 0% if not applicable)
Kristi Savacool	CEO	0%
Scott Ordway	CFO	0%
John Zern	EVP Americas H&B Practice	0%

Aon Consulting, Inc. (NJ)
Corporate Subsidiary Chart
As of November 8, 2011



**STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
SHORT FORM STANDING**

AON CONSULTING, INC.

0100072141

With the Previous or Alternate Name

BENEFACTS INC. (Alternate Name)
COMPENSATION DESIGN GROUP (Alternate Name)
ALEXANDER & ALEXANDER BENEFITS SERVICES INC. (Previous Name)
THE RAMAPO GROUP, INC. (Previous Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on September 15, 1978.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Prentice Hall Corp. System
830 Bear Tavern Rd.
Trenton, NJ 08628*



Certification# 125006796

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
24th day of May, 2012*

*Andrew P Sidamon-Eristoff
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

II. REPORTING ENTITY INFORMATION

The Reporting Entity for this questionnaire is:

Note: Select only one.

Legal Business Entity

Note: If selecting this option, "Reporting Entity" refers to the entire Legal Business Entity for the remainder of the questionnaire. (SKIP THE REMAINDER OF SECTION II AND PROCEED WITH SECTION III.)

Organizational Unit within and operating under the authority of the Legal Business Entity

SEE DEFINITIONS OF "REPORTING ENTITY" AND "ORGANIZATIONAL UNIT" FOR ADDITIONAL INFORMATION ON CRITERIA TO QUALIFY FOR THIS SELECTION.

Note: If selecting this option, "Reporting Entity" refers to the Organizational Unit within the Legal Business Entity for the remainder of the questionnaire. (COMPLETE THE REMAINDER OF SECTION II AND ALL REMAINING SECTIONS OF THIS QUESTIONNAIRE.)

IDENTIFYING INFORMATION

a) Reporting Entity Name Aon Consulting, Inc.

Address of the Primary Place of Business (street, city, state, zip code)

200 E. Randolph, Chicago, IL 6060

Telephone

ext.

b) Describe the relationship of the Reporting Entity to the Legal Business Entity

c) Attach an organizational chart

d) Does the Reporting Entity have a DUNS Number?

Yes No

If "Yes," enter DUNS Number

e) Identify the designated manager(s) responsible for the business of the Reporting Entity. For each person, include name and title. Attach additional pages if necessary.

Name	Title

INSTRUCTIONS FOR SECTIONS III THROUGH VII

For each "Yes," provide an explanation of the issue(s), relevant dates, the government entity involved, any remedial or corrective action(s) taken and the current status of the issue(s). For each "Other," provide an explanation which provides the basis for not definitively responding "Yes" or "No." Provide the explanation at the end of the section or attach additional sheets with numbered responses, including the Reporting Entity name at the top of any attached pages.

III. LEADERSHIP INTEGRITY**WITHIN THE PAST FIVE (5) YEARS, HAS ANY CURRENT OR FORMER REPORTING ENTITY OFFICIAL OR ANY INDIVIDUAL CURRENTLY OR FORMERLY HAVING THE AUTHORITY TO SIGN, EXECUTE OR APPROVE BIDS, PROPOSALS, CONTRACTS OR SUPPORTING**

3.0 <u>Sanctioned</u> relative to any business or professional permit and/or license?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Other
3.1 <u>Suspended, debarred, or disqualified</u> from any <u>government contracting process</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Other
3.2 The subject of an <u>investigation</u> , whether open or closed, by any <u>government entity</u> for a civil or criminal violation for any business-related conduct?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Other
3.3 Charged with a misdemeanor or felony, indicted, granted immunity, convicted of a crime or subject to a <u>judgment</u> for: a) Any business-related activity; or b) Any crime, whether or not business-related, the underlying conduct of which was related to truthfulness?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Other
<p>For each "Yes" or "Other" explain:</p> <ul style="list-style-type: none"> - Christeen K. Sheehan, a Vice President of Aon Consulting, Inc. (NJ) entered into a License Reinstatement Consent Order with the Georgia Department of Insurance on April 12, 2011 for inadvertently failing to timely file for continuation of her resident Georgia insurance license prior to December 31, 2010. The required renewal documents were submitted, a \$150.00 administrative fine was paid, and Ms. Sheehan's license was reinstated for 2011. - Lei Zhang, an Assistant Vice President of Aon Consulting, Inc. (NJ), entered into a License Reinstatement Consent Order with the Georgia Department of Insurance on January 26, 2011 for inadvertently failing to timely file for continuation of her resident Georgia insurance license prior to December 31, 2009. The required renewal documents were submitted, an \$150.00 administrative fine was paid, and Ms. Zhang's license was reinstated. - Nebraska Consent Order (8/15/08) – Administrative fine for a lapse in employing a licensed consultant (Nebraska branch location), and providing insurance consultant services and collecting fees from 19 clients during that time frame. 	

IV. INTEGRITY – CONTRACT BIDDING**WITHIN THE PAST FIVE (5) YEARS, HAS THE REPORTING ENTITY:**

4.0 Been <u>suspended</u> or <u>debarred</u> from any <u>government contracting process</u> or been <u>disqualified</u> on any government procurement, permit, license, concession, franchise or lease, including, but not limited to, <u>debarment</u> for a violation of New York State Workers' Compensation or Prevailing Wage laws or New York State Procurement Lobbying Law?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.1 Been subject to a denial or revocation of a government prequalification?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.2 Been denied a contract award or had a bid rejected based upon a <u>non-responsibility finding</u> by a <u>government entity</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.3 Had a low bid rejected on a <u>government contract</u> for failure to <u>make good faith efforts</u> on any <u>Minority-Owned Business Enterprise, Women-Owned Business Enterprise or Disadvantaged Business Enterprise</u> goal or <u>statutory affirmative action requirements</u> on a previously held contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.4 Agreed to a voluntary exclusion from bidding/contracting with a <u>government entity</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4.5 Initiated a request to withdraw a bid submitted to a <u>government entity</u> in lieu of responding to an information request or subsequent to a formal request to appear before the <u>government entity</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

For each "Yes," explain:

V. INTEGRITY – CONTRACT AWARD WITHIN THE PAST FIVE (5) YEARS, HAS THE REPORTING ENTITY:	
5.0 Been suspended, cancelled or terminated for cause on any <u>government contract</u> including, but not limited to, a <u>non-responsibility finding</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5.1 Been subject to an <u>administrative proceeding</u> or civil action seeking specific performance or restitution in connection with any <u>government contract</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5.2 Entered into a formal monitoring agreement as a condition of a contract award from a <u>government entity</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
For each "Yes," explain:	

VI. CERTIFICATIONS/LICENSES WITHIN THE PAST FIVE (5) YEARS, HAS THE REPORTING ENTITY:	
6.0 Had a revocation, <u>suspension</u> or <u>disbarment</u> of any business or professional permit and/or license?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6.1 Had a denial, decertification, revocation or forfeiture of New York State certification of <u>Minority-Owned Business Enterprise</u> , <u>Women-Owned Business Enterprise</u> or federal certification of <u>Disadvantaged Business Enterprise</u> status for other than a change of ownership?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
For each "Yes," explain:	

VII. LEGAL PROCEEDINGS WITHIN THE PAST FIVE (5) YEARS, HAS THE REPORTING ENTITY:	
7.0 Been the subject of an <u>investigation</u> , whether open or closed, by any <u>government entity</u> for a civil or criminal violation?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7.1 Been the subject of an indictment, grant of immunity, <u>judgment</u> or conviction (including entering into a plea bargain) for conduct constituting a crime?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7.2 Received any OSHA citation and Notification of Penalty containing a violation classified as <u>serious or willful</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7.3 Had a <u>government entity</u> find a willful prevailing wage or supplemental payment violation or any other willful violation of New York State Labor Law?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7.4 Entered into a consent order with the New York State Department of Environmental Conservation, or received an enforcement determination by any <u>government entity</u> involving a violation of federal, state or local environmental laws?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7.5 Other than previously disclosed: a) Been subject to fines or penalties imposed by <u>government entities</u> which in the aggregate total \$25,000 or more; or b) Been convicted of a criminal offense pursuant to any administrative and/or regulatory action taken by any <u>government entity</u> ?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

For each “Yes,” explain:

Aon corporation and/or its subsidiaries are party to numerous lawsuits and administrative proceedings on a worldwide basis. Although ultimate outcome of all such matters cannot be ascertained with certainty, it is the position of the Company that the disposition or ultimate determination of such claims will not have a material effect on the financial position of the company, nor impact its ability to perform services for the benefit of its clients. Similarly, no judgment or administrative fine previously incurred by the Company has materially affected its ability to provide services to its clients.

Complete details can be found in Aon Consulting’s Annual Report on Form 10-K for 2010 and can be accessed through the investors relations – SEC filings portion of Aon.com.

Settlement Agreements

Beginning February 11, 2010, Aon Corporation (“Aon”) and its subsidiaries and affiliates entered into amended and restated agreements (the “Amended Settlement Agreement”) with the Attorney General of the State of New York, the New York Department of Insurance, the Attorney General of the State of Illinois, the Illinois Department of Insurance, the Attorney General of the State of Connecticut, and the majority of other Departments of Insurance, which supersedes earlier agreements. The Amended Settlement Agreement allows various forms of compensation that were previously prohibited, and lessens the disclosure obligations which were required under the prior settlement. The Amended Settlement Agreement required compensation disclosure that complies with any rules, regulations or guidance promulgated or issued by the attorneys general or insurance departments in the states in which Aon conducts business.

SEC/DOJ Investigation

As reported by Aon Corporation in its SEC filings since the Quarterly Report on form 10-Q for the quarter ending June 30, 2007 (filed on November 8, 2007), following inquiries from regulators, Aon commenced an internal review of its compliance with certain U.S. and non-U.S. anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”). An outside law firm with significant experience in the area is overseeing the review. Certain government agencies, including the Securities and Exchange Commission (“SEC”), and the U.S. Department of Justice (“DOJ”), have also been investigating these matters. Aon is fully cooperating with these investigations, and has agreed with the U.S. agencies to toll any applicable statute of limitations pending completion of the investigation.

VIII. FINANCIAL AND ORGANIZATIONAL CAPACITY	
8.0 Within the past five (5) years, has the <u>Reporting Entity</u> received any <u>formal unsatisfactory performance assessment(s)</u> from any <u>government entity</u> on any contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide an explanation of the issue(s), relevant dates, the <u>government entity</u> involved, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
8.1 Within the past five (5) years, has the <u>Reporting Entity</u> had any <u>liquidated damages</u> assessed over \$25,000?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide an explanation of the issue(s), relevant dates, contracting party involved, the amount assessed and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
8.2 Within the past five (5) years, have any <u>liens</u> or <u>judgments</u> (not including UCC filings) over \$25,000 been filed against the <u>Reporting Entity</u> which remain undischarged?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide an explanation of the issue(s), relevant dates, the Lien holder or Claimant's name(s), the amount of the <u>lien(s)</u> and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
8.3 In the last seven (7) years, has the <u>Reporting Entity</u> initiated or been the subject of any bankruptcy proceedings, whether or not closed, or is any bankruptcy proceeding pending?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide the bankruptcy chapter number, the court name and the docket number. Indicate the current status of the proceedings as "Initiated," "Pending" or "Closed." Provide answer below or attach additional sheets with numbered responses.	
8.4 During the past three (3) years, has the <u>Reporting Entity</u> failed to file or pay any tax returns required by <u>federal</u> , state or local tax laws?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide the taxing jurisdiction, the type of tax, the liability year(s), the tax liability amount the <u>Reporting Entity</u> failed to file/pay and the current status of the tax liability. Provide answer below or attach additional sheets with numbered responses.	
8.5 During the past three (3) years, has the <u>Reporting Entity</u> failed to file or pay any New York State unemployment insurance returns?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," provide the years the <u>Reporting Entity</u> failed to file/pay the insurance, explain the situation and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
8.6 During the past three (3) years, has the <u>Reporting Entity</u> had any <u>government audit(s)</u> completed?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
a) If "Yes," did any audit of the <u>Reporting Entity</u> identify any reported significant deficiencies in internal control, fraud, illegal acts, significant violations of provisions of contract or grant agreements, significant abuse or any <u>material disallowance</u> ?	<input type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes" to 8.6 a), provide an explanation of the issue(s), relevant dates, the <u>government entity</u> involved, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

IX. ASSOCIATED ENTITIES
THIS SECTION PERTAINS TO ANY ENTITY(IES) THAT EITHER CONTROLS OR IS
CONTROLLED BY THE REPORTING ENTITY.
(SEE DEFINITION OF "ASSOCIATED ENTITY" FOR ADDITIONAL INFORMATION TO
COMPLETE THIS SECTION.)

<p>9.0 Does the <u>Reporting Entity</u> have any <u>Associated Entities</u>?</p> <p>Note: All questions in this section must be answered if the <u>Reporting Entity</u> is either:</p> <ul style="list-style-type: none"> - An <u>Organizational Unit</u>; or - The entire <u>Legal Business Entity</u> which controls, or is controlled by, any other entity(ies). 	<p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>9.1 Within the past five (5) years, has any <u>Associated Entity Official</u> or <u>Principal Owner</u> been charged with a misdemeanor or felony, indicted, granted immunity, convicted of a crime or subject to a <u>judgment</u> for:</p> <ul style="list-style-type: none"> a) Any business-related activity; or b) Any crime, whether or not business-related, the underlying conduct of which was related to truthfulness? 	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>If "Yes," provide an explanation of the issue(s), the individual involved, his/her title and role in the <u>Associated Entity</u>, his/her relationship to the <u>Reporting Entity</u>, relevant dates, the <u>government entity</u> involved, any remedial or corrective action(s) taken and the current status of the issue(s).</p>	
<p>9.2 Does any <u>Associated Entity</u> have any currently undischarged <u>federal</u>, New York State, New York City or New York local government <u>liens</u> or <u>judgments</u> (not including UCC filings) over \$50,000?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>If "Yes," provide an explanation of the issue(s), identify the <u>Associated Entity's</u> name(s), <u>EIN(s)</u>, primary business activity, relationship to the <u>Reporting Entity</u>, relevant dates, the Lien holder or Claimant's name(s), the amount of the <u>lien(s)</u> and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.</p>	
<p>9.3 Within the past five (5) years, has any <u>Associated Entity</u>:</p>	
<p>a) Been <u>disqualified</u>, <u>suspended</u> or <u>debarred</u> from any <u>federal</u>, New York State, New York City or other New York local <u>government contracting process</u>?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>b) Been denied a contract award or had a bid rejected based upon a <u>non-responsibility finding</u> by any <u>federal</u>, New York State, New York City, or New York local <u>government entity</u>?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>c) Been <u>suspended</u>, <u>cancelled</u> or <u>terminated for cause</u> (including for <u>non-responsibility</u>) on any <u>federal</u>, New York State, New York City or New York local <u>government contract</u>?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>d) Been the subject of an <u>investigation</u>, whether open or closed, by any <u>federal</u>, New York State, New York City, or New York local <u>government entity</u> for a civil or criminal violation with a penalty in excess of \$500,000?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>e) Been the subject of an indictment, grant of immunity, <u>judgment</u>, or conviction (including entering into a plea bargain) for conduct constituting a crime?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>f) Been convicted of a criminal offense pursuant to any administrative and/or regulatory action taken by any <u>federal</u>, New York State, New York City, or New York local <u>government entity</u>?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>g) Initiated or been the subject of any bankruptcy proceedings, whether or not closed, or is any bankruptcy proceeding pending?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>For each "Yes," provide an explanation of the issue(s), identify the <u>Associated Entity's</u> name(s), <u>EIN(s)</u>, primary business activity, relationship to the <u>Reporting Entity</u>, relevant dates, the <u>government entity</u> involved, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.</p>	

X. FREEDOM OF INFORMATION LAW (FOIL)	
10. Indicate whether any information supplied herein is believed to be exempt from disclosure under the Freedom of Information Law (FOIL). Note: A determination of whether such information is exempt from FOIL will be made at the time of any request for disclosure under FOIL.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Indicate the question number(s) and explain the basis for the claim.	

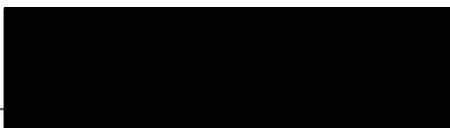
XI. AUTHORIZED CONTACT FOR THIS QUESTIONNAIRE		
Name	Telephone	Fax
Jonathan Nemeth	<div style="background-color: black; width: 100px; height: 15px; display: inline-block;"></div> ext.	
Title	Email	
Senior Vice President	<div style="background-color: black; width: 150px; height: 15px; display: inline-block;"></div>	

Certification

The undersigned: (1) recognizes that this questionnaire is submitted for the express purpose of assisting New York State contracting entities in making responsibility determinations regarding an award of a contract or approval of a subcontract; (2) recognizes that the Office of the State Comptroller (OSC) will rely on information disclosed in the questionnaire in making responsibility determinations and in approving a contract or subcontract; (3) acknowledges that the New York State contracting entities and OSC may, in their discretion, by means which they may choose, verify the truth and accuracy of all statements made herein; and (4) acknowledges that intentional submission of false or misleading information may constitute a misdemeanor or felony under New York State Penal Law, may be punishable by a fine and/or imprisonment under Federal Law, and may result in a finding of non-responsibility, contract suspension or contract termination.

The undersigned certifies that he/she:

- is knowledgeable about the Reporting Entity's business and operations;
- has read and understands all of the questions contained in the questionnaire;
- has not altered the content of the questionnaire in any manner;
- has reviewed and/or supplied full and complete responses to each question;
- to the best of his/her knowledge, information and belief, confirms that the Reporting Entity's responses are true, accurate and complete, including all attachments, if applicable;
- understands that New York State will rely on the information disclosed in the questionnaire when entering into a contract with the Reporting Entity; and
- is under obligation to update the information provided herein to include any material changes to the Reporting Entity's responses at the time of bid/proposal submission through the contract award notification, and may be required to update the information at the request of the New York State contracting entities or OSC prior to the award and/or approval of a contract, or during the term of the contract.

Signature of Owner/Officer 
 Printed Name of Sianatorv Jonathan Nemeth
 Title Senior Vice President
 Reporting Entity Name Aon Consulting, Inc. (d/b/a Aon Hewitt)
 Address 400 Atrium Drive, 5th Floor South
 City, State, Zip Somerset, NJ 08873

Sworn to before me this 31st day of May 2012 ;


 Notary Public

EXHIBIT K Offeror's Certification of Compliance Pursuant to State Finance Law §139-k(5)

Exhibit K – Page 1 of 1

Instructions:

New York State Finance Law (SFL) §139-k(5) requires that every contract award subject to the provisions of SFL §§139-k or 139-j shall contain a certification by the Offeror that all information provided to the DCS with respect to SFL §139-k is complete, true and accurate.

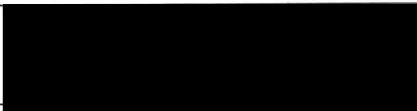
At the time an Offer or Bid is submitted to the DCS, the Offeror/Offeree must provide the following certification that the information it has and will provide to the DCS pursuant to SFL §139-k is complete, true and accurate including, but not limited to, disclosures of findings of non-responsibility made within the previous four years by any State governmental entity where such finding of non-responsibility was due to a violation of SFL §139-j or due to the intentional provision of false or incomplete information to a State governmental entity.

Offeror Certification

I certify that all information provided to the Governmental Entity with respect to State Finance Law §139-k is complete, true and accurate.

Name of Offeror: Aon Hewitt

By:



(Signature)

Name: Jonathan Nemeth

Title: Senior Vice President

Address: 400 Atrium Drive

Somerset, NJ 08873

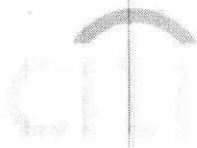
Date:

5/31/12

4.02.10 Financial Stability

Financial Institution Reference Letters:

- Letter dated April 16, 2012 from Citibank, N.A.
- Letter dated April 16, 2012 from Northern Trust
- Letter dated April 19, 2012 from J. P. Morgan



[Redacted]
Managing Director

*Global Banking
388 Greenwich Street
35th Floor
New York, NY 10013*

[Redacted]

April 16, 2012

AON Corporation
200 East Randolph Street
Chicago, Illinois 60601-6408

To Whom It May Concern:

Bank Reference
RE: AON Corporation

Ladies and Gentlemen:

This is to certify that AON Corporation has maintained accounts with our bank for over 10 years. Up to the present date, our experience with this company has been entirely satisfactory, and we are not aware of any unfavorable information with respect to this company.

We note that this information is provided to you in strict confidence and excludes any guarantee or liability on our part.

Yours faithfully,

[Redacted Signature]

Citibank, N.A.

The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603



Northern Trust

April 16, 2012

To Whom it May Concern:

Northern Trust Company has provided Aon Corporation with banking services over a period of several years. Without exception, we have found Aon to be credit worthy, and a client in good standing.

Sincerely,

[Redacted signature]

[Redacted name]

Senior Vice President

J.P.Morgan

April 19, 2012

To Whom It May Concern:

In connection with the participation by Aon Corporation (the "Company") in the bidding process for your contemplated project or business opportunity, you have requested the Company to provide you with a brief summary of our banking relationship with the Company. JPMorgan Chase Bank, N.A. ("JPMorgan") is pleased to advise you that JPMorgan and its predecessor firms have maintained a banking relationship with the Company for over ten years. JPMorgan and its affiliates provide a number of financial products and services to the Company, including a committed revolving line of credit to the Company.

The Company has handled its obligations to JPMorgan and its affiliates in connection with its transactions with them in a satisfactory manner and is in good standing with us.

The information in this letter is provided as an accommodation to the inquirer and on the condition that it is strictly confidential; that no liability or responsibility whatsoever in connection herewith shall attach to JPMorgan, its affiliates or any of their respective officers, employees or agents; that this letter makes no representations regarding the general condition of Company, their respective management, or their future liability to meet their obligations, and that any information provided is subject to change without notice.

If you have any questions or require any further information, please do not hesitate to contact me at [REDACTED].

Sincerely,

JPMorgan Chase Bank, N.A.

By: [REDACTED]

Name: [REDACTED]

Title: Vice President

4.02.11 Conflict of Interest

Aon Hewitt is unaware of any conflicts of interest – real or perceived – as it relates to our ability to provide the services anticipated by this Request for Proposal.