

# New York State Department of Civil Service

Due Date: 5/31/2017

Actuarial and Benefits Management  
Consulting Services RFP #ABMC-2017-1

Administrative Proposal



May 18, 2017

NYS Department of Civil Service
ABMC Procurement Manager
Employee Benefits Division, Room 1106
NYS Department of Civil Service
Albany, New York 12239

Principal & Consulting Actuary
Conduent HR Consulting, LLC
500 Plaza Drive
Secaucus, NJ 07096
Harvey.Sobel@conduent.com

P: 201.902.2655
F: 201.902.2883

Re: Request for Proposals #ABMC-2017-1 Actuarial and Benefits Management Consulting Services

Dear ABMC Procurement Manager:

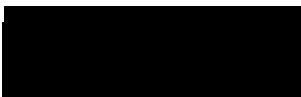
We appreciate the opportunity to present our proposal to provide Actuarial and Benefits Management Consulting Services to the Employee Benefits Division of the New York State Department of Civil Service ("DCS"), effective January 1, 2018, in response to your April 5, 2017 RFP. Our proposal will demonstrate that Conduent HR Consulting, LLC ("Conduent") is best qualified to partner with DCS to provide the requested consulting services.

Enclosed is our Administrative proposal [two (2) original and ten (10) copies and one (1) electronic copy (thumb drive)].

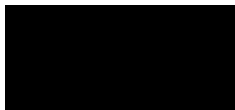
As DCS' actuarial and benefits consultant for over 15 years (from 7/1/1997 through 12/31/2012), Conduent (formerly doing business as Buck Consultants) provided DCS with timely and cost-efficient services, and we never missed a deadline. Our team's deep experience with health benefits plans, combined with the breadth and depth of our firm's benefit consulting services, and our cost-effective, custom client-focused approach, will serve DCS well in facing its benefits challenges ahead.

If you have any questions, please contact us. We look forward to re-establishing our relationship.

Sincerely,



Harvey Sobel
Principal & Consulting Actuary
Conduent HR Consulting, LLC



Hope Manion
Global Practice Leader, Health Consulting Practice
Conduent HR Consulting, LLC

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## A. Formal Offer Letter – Exhibit I.S



**Exhibit I.S - Formal Offer Letter**

Hope Manion, FSA, MAAA  
Global Practice Leader, Health Consulting  
Practice

May 18, 2017

Mr. Seth Johnson  
Procurement Manager  
Employee Benefits Division – Room 1106  
NYS Department of Civil Service  
Albany, NY 12239

Conduent  
200 Berwyn Park  
Suite 110920  
Berwyn, PA 19312

[hope.manion@conduent.com](mailto:hope.manion@conduent.com)  
Tel 610.651.8525  
Fax 610.647.6054

**RE: Request for Proposals #ABMC-2017-1 entitled:  
“Actuarial and Benefits Management Consulting Services,”  
Firm Offer to the State of New York**

**Conduent HR Consulting, LLC** hereby submits this firm and binding offer to the State of New York in response to the Department’s Request for Proposals #ABMC-2017-1, 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 this RFP.

**Conduent HR Consulting, LLC** accepts the terms and conditions as set forth in RFP, Section VII and Appendices A, B, C, and D and agrees to satisfy the comprehensive programmatic duties and responsibilities outlined in this RFP in the manner set forth in this RFP.

**Conduent HR Consulting, LLC** agrees to execute a contractual agreement composed substantially of the terms and conditions set forth in the draft contract included in the RFP, and accepts as non-negotiable the terms and conditions set forth in Appendices A, B, C, C-1, D, D-1, and D-2 to the draft contract.

**Conduent HR Consulting, LLC** further agrees, if selected as a result of the RFP, to comply with 1) the provisions of Tax Law Section 5-a, Certification Regarding Sales and Compensating Use Tax; and 2) the Workers’ Compensation Law as set forth in Section II.B. of the RFP.

This formal offer will remain firm and non-revocable for a minimum period of 365 days from the Proposal Due Date 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 **Conduent HR Consulting, LLC** delivers to the Department of Civil Service written notice of withdrawal of its Proposal.

**Conduent HR Consulting, LLC’s** complete offer is set forth as follows:

Administrative Proposal: Total of twelve (12) hard copy volumes [two (2) original and ten (10) copies] and one (1) electronic copy on CD.

Technical Proposal: Total of twelve (12) hard copy volumes [two (2) original and ten (10) copies] and one (1) electronic copy on CD.

Cost Proposal: Total of twelve (12) hard copy volumes [two (2) original and ten (10) copies] and one (1) electronic copy on CD.

**Exhibit I.S - Formal Offer Letter**

The undersigned affirms and swears s/he has the legal authority and capacity to sign and make this offer on behalf of, **Conduent HR Consulting, LLC** and possesses the legal authority and capacity to act on behalf of **Conduent HR Consulting, LLC** 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: 5/18/17**Conduent HR Consulting, LLC**By: 

(signature)

Hope Manion

(name)

Global Practice Leader, Health Consulting Practice

(title)

215.694.7922

(phone number)

hope.manion@conduent.com

(email address)

**CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT**STATE OF NJ }

: SS.:

COUNTY OF Hudson }On the 18th day of May in the year 2017, before me personally appeared:Hope Manion, known to me to be

the person who executed the foregoing instrument, who, being duly sworn by me did depose

and say that she resides at

3501 Scisshotzville Rd, Town ofHereford, County of Berks, State of Pennsylvania; and further that:**[Check One]**

(  **If a corporation**): she is the Global Practice Leader of Conduent, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, she is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, she 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.

  
Notary Public

**Kathleen DeVivo**  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
ID # 2399329

MY COMMISSION EXPIRES AUG. 12, 2019

## B. Minimum Mandatory Requirements – Exhibit I.T “Offeror Attestations Form”

**Exhibit I.T - Offeror Attestations Form**

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:		<b>Conduent HR Consulting, LLC</b>
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.	Section III.B.1	<p>At time of Proposal Due Date and throughout the term of the Contract, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> is 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 Due Date, the Offeror represents and warrants that it:</p> <p>has has not Filed an application for authority to do business in New York State with the New York State Secretary of State.</p>
2.	Section III.B.2	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> has 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 agree that it will, during the term of the Contract, comply with any requirements imposed upon it by law.</p>
3.	Section III.B.3	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> agrees does not agree that, if selected by the Department as the successful Offeror to 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 other Offeror's proposal(s) in response to any procurement undertaken by the Department for which the selected Offeror (Contractor) participated in the development of the services which are the subject matter of that procurement.</p>

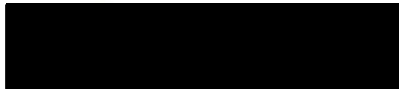


**Exhibit I.T - Offeror Attestations Form**

4.	Section III.B.4	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> agrees and acknowledges</p> <p>does not agree and acknowledge</p> <p>i. 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;</p> <p>ii. said materials are and remain the sole property of NYS; and</p> <p>iii. 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>
5.	Section III.B.5	<p>At time of Proposal Due Date, 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>will not</p> <p>be overseen by an individual certified as a Fellow in the Society of Actuaries ("FSA").</p>
6.	Section III.B.6	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> does</p> <p>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>
7.	Section III.B.7	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> has</p> <p>has not</p> <p>maintained an organization capable of performing the work specified in 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 with at least 100,000 health plan members.</p>
8.	Section III.B.8	<p>At time of Proposal Due Date, Offeror represents and warrants that for each of the past three (3) years:</p> <p><input checked="" type="checkbox"/> has</p> <p>has not</p> <p>generated gross revenue in excess of \$25,000,000 per year from benefit consulting/outsourcing.</p>

Exhibit I.T - Offeror Attestations Form

Date: 5/18/17.



Signature

Hope Manion, FSA, MAAA  
Global Practice Leader, Health Consulting Practice  
Conduent HR Consulting, LLC

**CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT**

STATE OF NJ }  
COUNTY OF Hudson }

: SS.:

On the 18<sup>th</sup> day of May in the year 2017, before me personally appeared:  
Hope Manion, known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that she resides at 3501 Weisholtzville Rd, Town of Hereford, County of Berks, State of Pennsylvania; and further that:

[Check One]

(  If a corporation): she is the Global Practice leader of

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.



Notary Public

**Kathleen DeVivo**  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
ID # 2399329  
MY COMMISSION EXPIRES AUG. 12, 2020

## Section III: Administrative Proposal

The Offeror's *Administrative Proposal* must respond to all of the following items as set forth below in the order and format specified and using the forms set forth in this RFP. Additional details pertaining to the required forms are found in Section II.B Compliance With Applicable Rules, Laws, Regulations & Executive Orders, and Section III.

### A. Formal Offer Letter

At this part of its Administrative Proposal, the Offeror must submit a formal offer in the form of the **"Formal Offer Letter"** as set forth in **Exhibit I.S**. The formal offer must be signed and executed by an individual with the capacity and legal authority to bind the Offeror in its offer to the State. Each of the two copies of the Offeror's Administrative Proposal marked "ORIGINAL" requires a letter with an original signature; the remaining copies of the Offeror's Administrative Proposal may contain photocopies of the signature. The Offeror must accept the terms and conditions as set forth in this RFP, Section VII, and Appendices A, B, C, C-1, D, D-1 and D-2 and agree to enter into a contractual Agreement with the Department containing, at a minimum, the terms and conditions identified in this RFP section and appendices as cited herein. (**Note:** Appendix A, "Standard Clauses for New York State Contracts" is a compilation of statutory requirements applicable to all persons and entities contracting with the State and therefore has been deemed to be non-negotiable by the Offices of the Attorney General and the State Comptroller. Appendix B, "Standard Clauses for All Department Contracts", Appendix C, "Third Party Connection and Data Exchange Agreement", Appendix C-1 "Information Security Standards", Appendix D, "Participation by Minority Group Members and Women With Respect to State Contracts: Requirements and Procedures", Appendix D-1 "Minority and Women-Owned Business Enterprises – Equal Employment Opportunity Policy Statement" and Appendix D-2 – MWBE Utilization Reporting Responsibilities under Article 15-A are compilations of standard clauses/ requirements for the contracts and also are non-negotiable.) If an Offeror proposes to include the services of a Key Subcontractor(s) or Affiliate(s), the Offeror must be required to assume responsibility for those services as "Prime Contractor." The Department will consider the Prime Contractor solely responsible for contractual matters.

### **Refer to Exhibit I.S.**

### B. Minimum Mandatory Requirements

The Department will only accept Proposals from Offerors that attest and demonstrate through current valid documentation to the satisfaction of the Department that the Offeror meets the Proposal's Minimum Mandatory Requirements set forth herein this Section III.B of this RFP. At this part of its Administrative Proposal, the Offeror must submit a completed **Exhibit I.T "Offeror Attestations Form"**:

### **Refer to Exhibit I.T.**

## C. Exhibits

At this part of its Administrative Proposal, the Offeror must complete and submit the various Exhibits specified in Section II.B and Section III of this RFP, in satisfaction of the regulatory requirements described therein. A listing of the required Exhibits is set forth below:

<b>Exhibit Name</b>	<b>Exhibit</b>
Proposal Submission Requirement Checklist	<b>Exhibit I.A</b>
MacBride Statement and Non-Collusive Bidding Certification	<b>Exhibit I.D</b>
Offeror's Affirmation of Understanding and Agreement	<b>Exhibit I.K*</b>
Compliance with Public Officer's Law Requirements	<b>Exhibit I.M</b>
Compliance with Americans with Disabilities Act	<b>Exhibit I.N</b>
MWBE Utilization Plan (Form MWBE-100)	<b>Exhibit I.O</b>
Offeror's Certificate of Compliance Pursuant to State Finance Law §139-k	<b>Exhibit I.P</b>
Formal Offer Letter	<b>Exhibit I.S</b>
Offeror Attestations Form	<b>Exhibit I.T</b>
Key Subcontractors or Affiliates	<b>Exhibit I.U.1</b>
NYS Supplier and Subcontractor	<b>Exhibit I.U.2</b>
Program References	<b>Exhibit I.V</b>
Compliance with NYS Workers' Compensation Law	<b>Exhibit I.W</b>
Extraneous Terms Template (if proposing)	<b>Exhibit I.X</b>



Exhibit I.A - Proposal Submission Requirement Checklist

**Exhibit I.A - Proposal Submission Requirement Checklist**

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Please indicate by checkmark that your Proposal meets **each** of the following submission requirements:

- 1. TIMELY SUBMISSION:** Proposal submitted to assure receipt by the Department no later than 3:00 p.m. ET on the Proposal Due Date as indicated in RFP Section II.A.1.
- 2. FORMATTING REQUIREMENTS:** The Offeror's Proposal must be organized in three parts: Administrative Proposal; Technical Proposal and Cost Proposal and each part must each comply with the formatting requirements stated in Section II.A.7.a and II.A.7.b of this RFP.
- a. Twelve (12) separately bound hardcopies – **two (2) Originals each of the Administrative Proposal, Technical Proposal and Cost Proposal** containing original documents (i.e., original signatures, no photocopies) and marked and numbered (i.e., "ORIGINAL #1" and "ORIGINAL #2."), **Ten (10) copies of each Administrative Proposal, Technical Proposal and Cost Proposal** marked and numbered (i.e., "COPY #1," "COPY #2," etc.) and a separate CD for the Administrative, Technical and Cost Proposals.
- b. Proposals must be prepared in Adobe Acrobat.
- c. Each Administrative, Technical and Cost Proposal must be separately bound and clearly labeled with "Actuarial and Benefits Management Consulting Services #ABMC-2017-1" and Offeror's name(s).
- d. Table of Contents
- e. Index Tabs
- f. Pagination
- g. Updates/Corrections
- h. Required Content of Proposals - The Proposal shall consist of three parts: the Administrative Proposal must contain the documentation required in Section III of this RFP. The Technical Proposal must be responsive to the programmatic duties and responsibilities set forth in Section IV of this RFP. The Cost Proposal must demonstrate a commitment to perform all programmatic duties and responsibilities in accordance with Section V of this RFP.
- 3. REQUIRED CONTENT OF THE ADMINISTRATIVE PROPOSAL:** The Administrative Proposal must contain the following information, in the order enumerated below:
- A. **Formal Offeror Letter:** The Offeror must submit a formal offer in the form of the "Formal Offer Letter" as set forth in RFP, Exhibit I.S in accordance with the requirements set forth in RFP, Section III.A
- B. **Minimum Mandatory Requirements:** The Offeror must submit a completed Exhibit I.T "Offeror Attestations Form" containing the representations and warranties set forth therein.
- C. **Exhibits:** The Offeror must complete and submit the Exhibits specified in Section III.C as follows:
- Exhibit I.A Proposal Submission Requirement Checklist
- Exhibit I.D MacBride Statement and Non-Collusive Bidding Certification
- Exhibit I.K Offeror's Affirmation of Understanding & Agreement
- Exhibit I.M Compliance with Public Officers Law Requirements
- Exhibit I.N Compliance with Americans with Disabilities Act
- Exhibit I.O MWBE Utilization Plan (Form MWBE-100)
- Exhibit I.P Offeror's Certification of Compliance Pursuant to State Finance Law §139-k

**Exhibit I.A - Proposal Submission Requirement Checklist****Amended April 27, 2017**~~Exhibit I.S. Formal Offer Letter~~~~Exhibit I.T. Offeror Attestations Form~~

✓ Exhibit I.U.1 Key Subcontractors or Affiliates

✓ Exhibit I.U.2 NYS Supplier &amp; Subcontractor

✓ Exhibit I.V Program References

✓ Exhibit I.W Compliance with NYS Workers' Compensation Law

✓ Exhibit I.X Extraneous Terms (if proposing)

- ✓ **D. Key Subcontractors:** The Offeror must provide a statement identifying all Key Subcontractors, if any, that the Offeror will be contracting with to provide project services and must, for each such Key Subcontractor identified, complete and submit **Exhibit I.U.1 "Key Subcontractors"**:
1. provide a brief description of the services to be provided by the Key Subcontractor; and
  2. provide a description of any current relationships with such Key Subcontractor and the clients/projects that the Offeror and Key Subcontractor are currently servicing under a formal legal agreement or arrangement, the date when such services began and the status of the project.
- The Offeror must indicate whether or not, as of the date of the Offeror's Proposal, a subcontract has been executed between the Offeror and the Key Subcontractor for services to be provided by the Key Subcontractor relating to this RFP. If the Offeror will not be subcontracting with any Key Subcontractor(s) to provide project services, the Offeror must provide a statement to that effect.
- ✓ **E. Reference Checks:** The Offeror must list two (2) references of current clients and one (1) reference of a former client for a total of three (3) references for which the Offeror has supplied Actuarial and Benefits Management Consulting Services similar to those required in this RFP. If the Offeror has no former clients to include as references, the Offeror must include a statement attesting to that fact. Otherwise, the Offeror must include, at minimum, one (1) former client as a reference for which the Offeror has supplied services similar in nature to those required in this RFP. If the Offeror is proposing any Key Subcontractors or Affiliates, the references should be with clients for whom the Offeror and Key Subcontractor or Affiliate have jointly supplied services similar to those described in this RFP. For each Reference provided the Offeror must complete and submit Exhibit I.V, entitled "Program References." The Offeror shall be solely responsible for providing contact names and phone numbers that are readily available to be contacted by the State. The Offeror must also indicate what participation, if any, the Program manager and each key staff person proposed for this Program had in the referenced services.
- ✓ **F. Financial Statements:** The Offeror must provide a copy of the Offeror's last issued GAAP annual audited financial statement. A complete set of statements, not just excerpts, must be provided. Additionally, for each Key Subcontractor or Affiliate, if any, that provides any of the Project Services; provide the most recent GAAP annual audited statement. If the Offeror, or a Key Subcontractor or Affiliate, is a privately held business and is unwilling to provide copies of their GAAP annual audited financial statements as part of their Proposal, the Offeror/Key Subcontractor/Affiliate must make arrangements for the procurement evaluation team to review the financial statements.
- Note:** If financial statements have not been prepared and/or audited, the Offeror/Key Subcontractor/Affiliate must provide the following as part of its Administrative Section a

**Exhibit I.A - Proposal Submission Requirement Checklist**

letter from a bank reference attesting to the Offeror/Key Subcontractor/Affiliate's financial viability and creditworthiness. (Note: for purposes of this reference, the Offeror may not give as a reference, a parent or subsidiary company, a partner or an affiliate organization.) The letter must include the bank's name, address, contact person name and telephone number and it must address, at a minimum, the following items:

1. A brief description of the business relationship between the parties (i.e., the Offeror/Key Subcontractor/Affiliate and the bank), including the duration of the relationship and the Offeror's current standing with the bank. For example: "*The (Offeror/Key Subcontractor/Affiliate's name) is currently and has been for "x" number of years a client in good standing;*"
2. A description of any ownership/partner relationship that may exist between the parties, if any. (Note: One party cannot be the parent, partner or subsidiary of the other, nor can one party be an affiliate of the other.); and,
3. Any other facts or conclusions the bank may deem relevant to the State in regard to the bank's assessment of the Offeror/Key Subcontractor/Affiliate's financial viability and creditworthiness concerning the nature and scope of the Project Services, which are the subject matter of this RFP, and the parties (i.e., Department and the Offeror or the Offeror and Key Subcontractor of Affiliate) contractual obligations should the Offeror be awarded the resultant contract.

**Amended April 27, 2017**

**G. Vendor Responsibility Questionnaire:** The Offeror must complete and execute a NYS Vendor Responsibility Questionnaire for itself and all Key Subcontractors.

1. If the Offeror or Key Subcontractor, if any, is incorporated outside the State of New York, a recent certificate of Good Standing must be submitted for each.
2. If the Offeror ~~or Key Subcontractor, if any,~~ has any employees in NYS, a confirmation of NYS Worker's Compensation and/or Disability Benefits coverage must be submitted ~~for each.~~

- 4. REQUIRED CONTENT OF THE TECHNICAL PROPOSAL:** The Technical Proposal shall be responsive to the duties and responsibilities and submission requirements set forth in Section IV of this RFP and it shall contain the following information, in accordance with the submissions associated requirements, and in the order enumerated below:

**Technical Proposal Submission Requirements**

**A. Corporate and Account Team Experience**

- 1. Executive Summary
- 2. Account Team
  - Exhibit I.B
  - Exhibit III.A

**Amended April 27, 2017**

**B. Project Services**

- 1. Project Task #1 – Premium Rate Renewals and Plan Funding Requirements ("Rate Renewals")
- 2. Task #2 – Quarterly Analysis
- 3. Task #3 – GASB 75 Valuation
- 4. Task #4 – Ad Hoc Consulting Services
  - Prior Ad Hoc Projects
  - Sample Ad Hoc Task

**Exhibit I.A - Proposal Submission Requirement Checklist**

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✓ **C. Performance Guarantees**✓ **D. Diversity Practices Questionnaire**

\_\_\_ 1. Exhibit IV.A Diversity Practices Questionnaire

- ✓ **5. REQUIRED CONTENT OF THE COST PROPOSAL:** The Offeror's Cost Proposal must respond to all of the mandatory sections as set forth in RFP Section V in the formats as specified and, as applicable, using the forms set forth in Exhibit V.A Forms 1 through 4.

✓ **A.** Exhibit V.A Forms 1 through 4

- ✓ **6. REQUESTED REDACTIONS CD and HARD COPY:** The FOIL-related materials described herein which the Offeror is requested to provide per RFP, Section II.B.9 will not be considered part of the Offeror's Proposal and will not be reviewed as a part of the Procurement's evaluation process. Notwithstanding this they have been identified in this Checklist as a reminder to Offerors of the need to provide the requested items.

At the time of Proposal submission the Offeror is requested to submit:

✓ **A.** Exhibit I.C Freedom of Information Law – Request for Redaction Chart

✓ **B.** Separately bound hardcopy of each of the three (3) Proposal documents with redactions marked that are included on the CDs.

✓ **C.** Electronic copy of each of the three (3) Proposal documents prepared in PDF format on separate CDs in Adobe Acrobat Professional software, version 8 or higher using the Adobe "Mark for Redaction" function, **do not** use the "Apply Redactions."

Exhibit I.D - MacBride Statement and Non-Collusive Bidding Certification

**Exhibit I.D – MacBride and Non-Collusive Bidding Certification**

**NON-DISCRIMINATION IN EMPLOYMENT IN NORTHERN IRELAND**  
**MACBRIDE FAIR EMPLOYMENT PRINCIPLES**

In accordance with Chapter 807 of the Laws of 1992 the Offeror, by submission of this bid, certifies that it or any individual or legal entity in which the Offeror holds a 10% or greater ownership interest, or any individual or legal entity that holds a 10% or greater ownership interest in the Offeror, either (answer "yes" or "no" to one or both of the following, as applicable):

Have business operations in Northern Ireland. Yes \_\_\_\_\_ or No X

If yes:

Shall take lawful steps in good faith to conduct any business operations they have in Northern Ireland in accordance with the MacBride Fair Employment Principles relating to nondiscrimination in employment and freedom of workplace opportunity regarding such operations in Northern Ireland, and shall permit independent monitoring of their compliance with such Principles. Yes \_\_\_\_\_ or No \_\_\_\_\_

**NON-COLLUSIVE BIDDING CERTIFICATION**

By submission of this bid, each Offeror and each person signing on behalf of any Offeror certifies, and in the case of a joint bid each party thereto certifies as to its own organization, under penalty of perjury, that to the best of his knowledge and belief:

1. The prices in this bid have been arrived at independently without collusion, consultation, communication or agreement for the purpose of restricting competition, as to any matter relating to such prices with any other Offeror or with any competitor;
2. Unless otherwise required by law, the prices which have been quoted in this bid have not been knowingly disclosed by the Offeror and will not knowingly be disclosed by the Offeror prior to opening, directly or indirectly, to any other Offeror or to any competitor; and
3. No attempt has been made or will be made by the Offeror to induce any other person, partnership or corporation to submit or not to submit a bid for the purpose of restricting competition.

**Exhibit I.D – MacBride and Non-Collusive Bidding Certification**

Date: 5/10/17



Signature

PRINT:

SIGNATORY'S NAME Hope Manion TITLE Global Practice Leader, Health Consulting Practice

**INDIVIDUAL, CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT**

STATE OF NJ }  
COUNTY OF Hudson } SS.:

On the 10<sup>th</sup> day of May in the year 2018 before me personally appeared:

Hope Manion, known to me to be the person who executed the foregoing

instrument, who, being duly sworn by me did depose and say that she resides at 3501 Seisholtzville Town of

Hereford, County of Berks, State of Pennsylvania; and further that, if applicable:

[Check One, If Applicable]

(  **If a corporation**): she is the Global Practice Leader of Health Consulting Practice of Conduent, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, she is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, she 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**): she is the \_\_\_\_\_ of \_\_\_\_\_, the partnership described in said instrument; that, by the terms of said partnership, she is authorized to execute the foregoing instrument on behalf of the partnership for the purposes set forth therein; and that, pursuant to that authority, she executed the foregoing instrument in the name and on behalf of said partnership as the act and deed of said partnership.



Notary Public

**Kathleen DeVivo**  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
ID # 2399329  
MY COMMISSION EXPIRES AUG. 12, 2020



Exhibit I.K - Offeror's Affirmation of Understanding and Agreement

**Exhibit I.K – Offeror’s Affirmation of Understanding and Agreement**

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Part 1 of this Exhibit I.K, as contained on the following page, should be completed by the Offeror and emailed, faxed and/or mailed to the ABMC Procurement Manager as set forth in RFP, Section II.A.2.b.

Part 2 of this Exhibit I.K should, prior to initiating any contact with the Department, be completed for each Offeror officer, employee, agent or consultant retained, employed or designated, by or on behalf of the Offeror to appear before or contact the Department in regards to this Procurement and submit it to the ABMC Procurement Manager specified in this RFP, Section II.A.2.b.

**Exhibit I.K – Offeror’s Affirmation of Understanding and Agreement****Part 1**

## Offeror’s Affirmation of Understanding and Agreement

**Instructions:**

Pursuant to State Finance Law §§139-j and 139-k, this solicitation imposes certain procurement lobbying limitations. Offerors are restricted from making contacts during the procurement’s “Restricted Period” (from the earliest written notice, advertisement or solicitation of a request for proposal, invitation for bids, or solicitation of proposals, or any other method for soliciting a response from Offerors intending to result in a procurement contract with a governmental entity and ending with the final contract award and approval by the governmental entity and, where applicable, approval by the State Comptroller) to other than designated staff, unless the contact falls within certain statutory exceptions (“permissible contacts”). The Department’s employees are required to obtain certain information from Offerors and others whenever there is a contact about the procurement during the Restricted Period, and are required to make a determination of the Offeror’s responsibility that addresses the Offeror’s compliance with the statutes’ requirements. Findings of non-responsibility result in rejection for contract award, and if an Offeror is subject to two non-responsibility findings within four years the Offeror also will be determined ineligible to submit a proposal on or be awarded a contract for four years from the date of the second non-responsibility finding.

Further information about these requirements can be found at:

<http://www.ogs.ny.gov/aboutOGS/regulations/defaultAdvisoryCouncil.html>.

As a prerequisite for participating in this procurement, an Offeror must provide the following Affirmation of Understanding and Agreement to comply with these procurement lobbying restrictions in accordance with State Finance Law §§139-j and 139-k.

**Offeror Affirmation and Agreement**

The Offeror affirms that it understands the procurement lobbying requirements set forth in State Finance Law §§139-j and 139-k, and agrees to comply with the Department’s procedures regarding permissible contacts as required thereby.

Name of  
Offeror:

Conduent HR Consulting, LLC

By:



(Signature)

Name:

Harvey Sobel

Title:

Principal & Consulting Actuary

Address:

500 Plaza Drive

Secaucus, NJ 07096

Date:

April 17, 2017

**Exhibit I.K – Offeror’s Affirmation of Understanding and Agreement**

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**Part 2**

<b>Offeror Designated Contact</b>	
<b>First Name</b>	Harvey
<b>Last Name</b>	Sobel
<b>Company Name</b>	Conduent HR Consulting, LLC
<b>Company Address:</b>	
<b>Street Address</b>	500 Plaza Drive
<b>City</b>	Secaucus
<b>State</b>	NJ
<b>Zip</b>	07096
<b>Individual's Business Telephone # (xxx) xxx-xxxx</b>	201-902-2655
<b>Principal Place of Business (1)</b>	New York, NY
<b>Individual's Occupation</b>	Actuary

*(1) Enter the location of the individual's Principal Place of Business (e.g. Albany, NY)*

Complete the table above for each Offeror officer, employee, agent or consultant retained, employed or designated, by or on behalf of the Offeror to appear before or contact the Department in regards to this Procurement, prior to the individual initiating any contact with the Department, and submit it to the ABMC Procurement Manager specified in Section II.A.2.b. of this RFP.

Exhibit I.M - Compliance with Public Officer's Law Requirements

**Exhibit I.M - Compliance with Public Officers Law Requirements**



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

**Compliance with Public Officers Law Requirements**

ADM-992 (1/07)

The New York State Public Officers Law ("POL"), particularly POL Sections 73 and 74, as well as all other provisions of New York State law, rules and regulations, and policy establishes ethical standards for current and former State employees. In submitting its Proposal, the Offeror must guarantee knowledge and full compliance with such provisions for purposes of this RFP and any other activities including, but not limited to, contracts, bids, offers, and negotiations. Failure to comply with these provisions may result in disqualification from the procurement process, termination, suspension or cancellation of the contract and criminal proceedings as may be required by law.

The Offeror hereby submits its affirmative statement as to the existence of, absence of, or potential for conflict of interest on the part of the Offeror because of prior, current, or proposed contracts, engagements, or affiliations.

Please provide below an affirmative statement as to the existence of, absence of, or potential for conflict of interest on the part of the Offeror because of prior, current, or proposed contracts, engagements, or affiliations. Please attach additional pieces of paper as necessary.

**Conduent HR Consulting, LLC is not aware of the existence of, absence of, or potential for conflict of interest on the part of Conduent because of prior, current, or proposed contracts, engagements, or affiliations.**

**See additional attachment.**

Name of Offeror: Conduent HR Consulting, LLC

Name & Title of Representative: Hope Manion, Global Practice Leader, Health Consulting Practice

Signature: \_\_\_\_\_

Date: 5/18/17

## **Exhibit I.M - Compliance with Public Officers Law Requirements**

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Conduent HR Consulting, LLC is not aware of any potential conflict of interest issues, nor do we foresee any future conflicts of interest in providing consulting services to DMNS.

Conduent HR Consulting, LLC has undergone routine audits by the SEC and DOL that examined for conflicts and found none. It is Buck's intention to put impartial advice above all else, and therefore we do not compromise our client's best interests with questionable associations or other client relationships.

Conduent HR Consulting LLC's past relationship with NYS DCS has been, and will continue to be, built on trust. To maintain that trust, it is essential that NYS DCS feels confident it can conduct business with Conduent in a fair and ethical way. Any action that creates a conflict of interest, or even the appearance of a conflict of interest, can be damaging to Conduent's reputation.

Conduent HR Consulting, LLC maintains a formal policy to address potential conflicts of interest. Our employees are sensitive to situations involving conflicts of interest, or the appearance of conflicts of interest, between clients (such as situations in which one client intends to purchase or merge with another client or prospective client). Our conflict of interest policy sets forth procedures on confidentiality of client information. In particular, employees must not share confidential client information with another client or a prospective client for any purpose or in any context.

Conduent HR Consulting has a policy for work involving acquisitions, arbitration, collective bargaining assistance, litigation or mergers as well. The client's client manager must first determine whether Conduent has performed work for the other party in the transaction. If so, the Conduent HR Consulting client manager must disclose the potential adversarial position to the Conduent HR Consulting client manager for the other party prior to taking on the new project. To maintain client confidentiality, this disclosure is limited only to notification concerning the imminent project.

If the client managers cannot determine a fair and ethical resolution of a conflict, a higher-level manager will review the conflict and aid in its resolution. Finally, any potential conflicts of interest must be disclosed to the Conduent HR Consulting clients who might be affected by such conflicts.

Further, Conduent HR Consulting, LLC has policies in place that are designed to ensure that:

- A staff member obtains prior approval before serving on another organization's board or as an officer or partner of another organization, and
- New Conduent acquisitions or joint ventures follow the Conduent policies to assure that related organizations also adhere to the conflict of interest policies.

Exhibit I.N - Compliance with Americans with Disabilities Act



**Exhibit I.N - Compliance with Americans with Disabilities Act**



State of New York  
**Department of Civil Service**  
Albany, NY 12239

**Compliance with Americans with Disabilities Act**

ADM-987 (1/07)

The Offeror hereby provides assurance of its compliance with the Americans With Disabilities Act (42 USC§12101 et. seq.), in that any services and programs provided during the course of performance of the Agreement resultant from this RFP shall be accessible under Title II of the Americans With Disabilities Act, and as otherwise may be required under the Americans With Disabilities Act.

Name of Offeror: Conduent HR Consulting, LLC

Name & Title of Representative: Hope Manion, Global Practice Leader, Health Consulting Practice

Signature: \_\_\_\_\_

Date: 5/18/17

Exhibit I.O - MWBE Utilization Plan (Form MWBE-100)



State of New York  
 Department of Civil Service  
 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: <b>Conduent HR Consulting, LLC</b>			Federal Identification No.: <b>13-3954297</b>	
Address: <b>500 Plaza Drive</b>			Solicitation No.: <b>#ABMC-2017-1</b>	
City, State, Zip Code: <b>Secaucus, New Jersey 07096</b>			M/WBE Goals for the Solicitation: MBE:      % WBE: <b>4% combined</b>	
<b>1. M/WBE Subcontractors/Suppliers Name, Address, Email Address, Telephone No.</b>	<b>2. Classification</b>	<b>3. Federal ID No.</b>	<b>4. Detailed Description of Work (Attach additional sheets, if necessary.)</b>	<b>5. Dollar Value of Subcontracts/Supplies</b>
<b>A.</b>	NYS ESD Certified <input type="checkbox"/> MBE <input type="checkbox"/> WBE			
<b>B.</b>	NYS ESD Certified <input type="checkbox"/> MBE <input type="checkbox"/> WBE			

**6. WAIVER REQUESTED: MBE:**  YES  NO **If YES, submit form MWBE101** / **WBE:**  YES  NO **If YES, submit form MWBE101**

<b>PREPARED BY (Signature):</b>	<b>TELEPHONE NO.:</b> 201.902.2655	<b>EMAIL ADDRESS:</b> harvey.sobel@conduent.com
<b>NAME AND TITLE OF PREPARER (Print or Type):</b> Harvey Sobel, Principal and Consulting Actuary		
<b>DATE: Offeror's Certification Status:</b> <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 FUNDING OF NONCOMPLIANCE AND/OR PROPOSAL DISQUALIFICATION.**

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

<b>REVIEWED BY:</b>	<b>DATE:</b>
<b>UTILIZATION PLAN APPROVED:</b> <input type="checkbox"/> YES <input type="checkbox"/> NO <b>Date:</b> _____	
<b>MBE CERTIFIED:</b> <input type="checkbox"/> YES <input type="checkbox"/> NO	
<b>WBE CERTIFIED:</b> <input type="checkbox"/> YES <input type="checkbox"/> NO	
<b>WAIVER GRANTED:</b> <input type="checkbox"/> YES <input type="checkbox"/> NO	
<input type="checkbox"/> Total Waiver <input type="checkbox"/> Partial Waiver	
<b>NOTICE OF DEFICIENCY ISSUED:</b> <input type="checkbox"/> YES <input type="checkbox"/> NO	
<b>Date:</b> _____	



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)

Page 1 of 2

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

<b>Offeror/Contractor Name:</b> Conduent, HR Consulting, LLC	<b>Federal Identification No.:</b> 13-3954297
<b>Address:</b> 500 Plaza Drive	<b>Solicitation No.:</b> RFP #ABMC-2017-1
<b>City, State, Zip Code:</b> Secaucus, New Jersey 07096	<b>Contract No.:</b>

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

- MBE Waiver – A waiver of the MBE Goal for the Procurement/Contract is requested.
- WBE Waiver – A waiver of the WBE Goal for the Procurement/Contract is requested.
- 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.)  
 Checking this box, if an application for certification has been filed with Empire State Development.
- Conditional Waiver – (Attach separate sheet outlining special conditions or extenuating circumstances.)

Prepared By (Signature) XXXXXXXXXX Date 5/24/2017

Printed or Typed Name and Title of Preparer: Harvey Sobel, Principal and Consulting Actuary	Telephone Number 201-902-2655	Email Address harvey.sobel@conduent.com
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**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**

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

REVIEWED BY:

DATE:

Waiver Granted:  YES  NO  
 Total Waiver  Partial Waiver  
 ESD Certification Waiver  Conditional  
 Notice of Deficiency Issued – Date: 5/24/2017

\*Comments:



Harvey Sobel, FSA, MAAA  
Principal, Consulting Actuary

500 Plaza Drive  
Secaucus, New Jersey 07096

harvey.sobel@xerox.com  
Tel 201.902.2655  
Fax 201.902.2883

May 21 , 2017

ABMC Procurement Manager  
Employee Benefits Division, Room 1106  
New York State Department of Civil Service (DCS)  
Albany, New York 12239

**Re: MWBE Request for Waiver**

Conduent HR Consulting, LLC requests a partial waiver from the 4% MWBE requirements of the Department of Civil Service's RFP for Actuarial and Benefits Management Consulting Services (ABMC-2017-1).

In the RFP, the Department seeks to contract with an actuarial and benefits management consulting with specialized expertise in both actuarial work and health benefits consulting services. The first three tasks of the RFP require extensive actuarial consulting expertise. The fourth task constitutes ad hoc projects – some of which can be done by non-actuaries – but those assignments are not guaranteed to be required by the Department.

In an effort to seek out qualified MWBE, Conduent HR Consulting identified potential firms using New York State's Directory of Certified Minority-and Women-Owned Businesses.

We sent an email to 22 MWBEs who were listed under "Actuarial," "Employee Benefits," or "Health Insurance" describing the nature of the actuarial and benefits management consulting services required, asking if the firms have an interest in providing those services and requesting information about their firm.

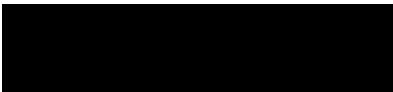
Only one MWBE -- Bela Gorman of Gorman Actuarial, Inc. – responded to our email. However, after further discussions, Gorman Actuarial declined to be Conduent's subcontractor because work for NYS DCS would conflict with assignments for other Gorman Actuarial clients.

Conduent HR Consulting also interviewed another potential MWBE -- Financial Integrity Resources Management LLC (FIRM). However FIRM does not have any actuaries credentialed to perform health actuarial work. Furthermore two other consultants within Conduent HR Consulting had used FIRM on projects and were not satisfied with the quality of FIRM's work.

If awarded this contract Conduent HR Consulting agrees to make good faith efforts to recruit qualified MWBEs for completion of Task 4 projects.

If you have any questions, please feel free to contact us at (201) 902-2655.

Sincerely,



Harvey Sobel, FSA  
Principal and Consulting Actuary

Exhibit I.P - Offeror's Certificate of Compliance Pursuant to State Finance Law §139-k

**Exhibit I.P – Offeror’s Certification of Compliance Pursuant to State Finance Law**

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**Offeror’s Certification of Compliance Pursuant to State Finance Law §139-k(5)**

**Instructions:**

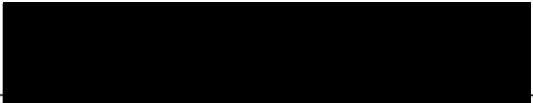
New York State Finance Law (SFL) §139-k(5) requires that every contract award subject to the provisions of SFL §§139-k or 139-j shall contain a certification by the Offeror that all information provided to the Department with respect to SFL §139-k is complete, true and accurate.

At the time an Offer or Bid is submitted to the Department, the Offeror must provide the following certification that the information it has and will provide to the Department 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: Conduent HR Consulting, LLC

By:  \_\_\_\_\_  
(Signature)

Name: Nicolas E Medina

Title: Chief Compliance Officer

Address: 420 Lexington, Suite 2220  
New York, NY 10170

Date: 5/11/2017

---

Exhibit I.U.1 - Key Subcontractors or Affiliates



**Exhibit I.U.1 - Key Subcontractors or Affiliates**

The Offeror must complete and submit this Exhibit as part of its Administrative Proposal. A separate form should be completed for each Key Subcontractor or Affiliate, if any. If the Offeror will not be subcontracting with any Key Subcontractor(s) or Affiliate(s) to provide any of the services required under this RFP, the Offeror must complete and submit a single Exhibit I.U.1 to that affect.

<b>INSTRUCTION: Prepare this form for each Key Subcontractor or Affiliate</b>	
<b>Offeror's Name:</b>	<u>Conduent HR Consulting, LLC</u>
<p>The Offeror:</p> <p><input type="checkbox"/> is  <input checked="" type="checkbox"/> is not  proposing to utilize the services of a Key Subcontractor(s) or Affiliate(s) to provide Project Services</p> <p><input type="checkbox"/> is  <input checked="" type="checkbox"/> is not  proposing to utilize the services of a subcontractor(s) to provide Project Services totaling \$100,000 or more during the term of the 5 year agreement</p>	
<b>Subcontractor's Legal Name:</b>	
<b>Business Address:</b>	
<b>Subcontractor's Legal Form:</b>	<input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other
<p>As of the date of the Offeror's Proposal, a subcontract</p> <p><input type="checkbox"/> has  <input type="checkbox"/> has not  been executed between the Offeror and the subcontractor(s) for services to be provided by such subcontractor(s) relating to Actuarial and Benefits Management Consulting Services.</p>	
<p>In the space provided below, describe the Key Subcontractor's or Affiliate's role(s) and responsibilities regarding Project Services to be provided.</p>	
<p><b>Relationship between Offeror and Key Subcontractor or Affiliate for Current Engagements:</b>  (Complete items 1 through 5 for each client engagement identified)</p>	
1. Client:	
2. Client Reference Name and Phone #	
3. Project Title:	
4. Project Start Date:	
5. In the space provided below, Project Status:	
6. In the space provided below, describe the roles and responsibilities of the Offeror and subcontractor in regard to the project identified in 3, above:	

Exhibit I.U.2 - NYS Supplier and Subcontractor



## Exhibit I.V - Program References

## Exhibit I.V. Program References

**Reference #: 1 - New York State Department of Civil Service**

**Current or Former Customer: Former**

Abstract
<p>Customer For Whom Services Were Performed:</p> <p><b><u>New York State Department of Civil Service</u></b></p> <p>Customer Address:</p> <p>Employee Benefits Division, Room 1106 New York State Department of Civil Service Albany, New York 12239</p>
<p>Project Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in this RFP, Section III.E. This information should be provided as an attachment to this form and the information provided should support the Offeror's assertion that it can successfully implement and administer programs of the scope and complexity as set forth in this RFP# ABMC-2017-1.)</p>
<p>Project Contact References: (Required And Will Be Verified) (Attach <b>2 current</b> and <b>1 former</b> client reference)</p> <p>Contact Name: [REDACTED]</p> <p>Contact Title: Director</p> <p>Phone Number: [REDACTED]</p> <p>E-Mail Address: [REDACTED]</p> <p>Contact Name: [REDACTED]</p> <p>Contact Title: former Assistant Director – Contract Management (now Director, Regulatory Affairs &amp; Risk Management for the NYS Workers' Compensation Board)</p> <p>Phone Number: [REDACTED]</p> <p>E-Mail Address: [REDACTED]</p>

**Reference #1: New York State Department of Civil Service**

Conduent HR Consulting (formerly Buck Consultants) provided actuarial and benefit consulting services to NYS DCS from 7/1/97 through 12/31/2012. During over the course of that time period, we provided DCS with the following:

- **Carrier Rate Renewal Negotiations:** We developed independent rate renewals and helped DCS negotiate the renewals with their 4 Empire Plan vendors.
- **Quarterly Analysis:** We provided DCS with independent rate projections two times a year in addition to the renewal projections.
- **GASB 45 Valuation:** We performed four GASB 45 valuations as of 4/1/2006, 4/12008, 4/1/2010 and 4/1/2012, including roll forwards in other years.
- **Ad Hoc Consulting and Other Issues Affecting New York State Health Insurance Program (“NYSHIP”):** Conduent will continue to be available at all times to DCS staff to provide consulting services on any issues affecting NYSHIP that may evolve during the contract term. These issues could involve analyzing and complying with Health Care Reform and other legislation, consolidating programs, implementing an EGWP, evaluating DC plans, developing an HMO strategy, and evaluating other non-medical NYSHIP programs (i.e., dental, life insurance, IPP, etc.).

**In addition to these recurring tasks, Conduent:**

- Compared NYSHIP’s drug benefits for Medicare eligible retirees to those offered under Medicare Part D in order to attest that NYSHIP’s benefits were actuarially equivalent and hence eligible for the federal drug subsidy. Conduent filed attestations for 2006-2012. The attestations resulted in NYSHIP receiving over \$100 million for each year.
- Provided DCS with an evaluation of alternatives to accepting the Medicare Part D employer subsidy, such as filing as a Medicare Prescription Drug Plan (PDP)
- Helped DCS develop RFPs and evaluate proposals submitted in response to RFPs for the following programs: Mental Health/Substance Abuse (three different times – 1999, 2004, 2008), Prescription Drugs (six different times – 1999, 2004, 2006, 2008, 2013, 2014), Dental (2000), Vision (two different times – 2002, 2007) and Long Term Care (2001). In many proposals, Conduent evaluated the financial solvency of the bidders, evaluated network access, and cost scored the bids. We are currently working with DCS to establish scoring criteria for the 2014 Drug bid and are assisting DCS in evaluating proposals.
- Under the guidance of Conduent’s Pharmacy Practice, provided clinical assistance in structuring the Prescription Drug RFPs in 2006, 2008, 2013 (not released) and 2014
- Under the guidance of Gail Levenson, R.Ph. in Conduent’s Pharmacy Practice, provided guidance in implementing an EGWP for 2013
- Helped DCS develop an RFP for the Hospital Program.
- Helped DCS develop an RFI for the IPP Program.
- Evaluated the financial feasibility of consolidating the Hospital and Medical Programs – we helped DCS draft the RFI and we played a lead role in the vendor interviews
- Evaluated the procurement process and provided recommendations for improvement
- Evaluated the financial and regulatory issues associated with self-funding the Empire Plan, which could conservatively save the Plan \$100 million, including surveying 16 other states as to their experience in self-funding

**Reference #1: New York State Department of Civil Service (cont'd)**

- Evaluated DCS' audit methodology for the Basic Medical Discount Program
- Evaluated the financial and clinical issues associated with covering Nurse Practitioners as participating providers under the Empire Plan Medical Program
- Analyzed the financial impact of making changes to the Medical Program fee schedule
- Priced the added cost/savings of making changes to the Empire Plan, such as increases in copays and modifications to covered services
- Provided DCS with tax and legal advice in a number of situations, including the impact of demutualization proceeds, complying with COBRA and HIPAA and complying with mental health parity laws

## Exhibit I.V. Program References

**Reference #: 2 - Ascena Retail Group, Inc. (ascena)**

**Current or Former Customer: Current**

Abstract
Customer For Whom Services Are Performed: <b><u>Ascena Retail Group, Inc.</u></b> Customer Address: 933 MacArthur Boulevard Mahwah, NJ 07430
Project Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in this RFP, Section III.E. This information should be provided as an attachment to this form and the information provided should support the Offeror's assertion that it can successfully implement and administer programs of the scope and complexity as set forth in this RFP# ABMC-2017-1.)
Project Contact References: (Required And Will Be Verified) (Attach <b>2 current</b> and <b>1 former</b> client reference)  Contact Name: [REDACTED], Ascena Retail Group, Inc. Contact Title: Assistant Vice President, Benefits Phone Number: [REDACTED] E-Mail Address: [REDACTED]



**Reference #2: Ascena Retail Group, Inc. (ascena)**

Conduent HR Consulting provides actuarial and benefit consulting services to Ascena Retail Group, Inc. from November 25, 2015 through current. During this time period, we provided ascena with the following:

- **Carrier Renewal Negotiations:** We complete an annual renewal analysis and negotiate the renewals with multiple carriers.
- **Budget Analysis:** We provide ascena with rate projections bi-annually which includes a calendar year and fiscal year projection as well as a 5-year projection.
- **Plan Design Modeling:** We annually model ascena's current and potential alternative plan designs to determine the actuarial value. Plan design modeling includes a savings analysis for each proposed plan design change.
- **General Consulting:** Conduent is available at all times to ascena staff to provide consulting services on any issues affecting ascena that may evolve during the contract term. These issues could involve analyzing and complying with Health Care Reform and other legislation, consolidating programs, acquisitions, developing a communication strategy, and evaluating other non-medical programs (i.e., dental, life insurance, etc.).

In addition to these recurring tasks, Conduent:

- Holds an annual strategic planning meeting to develop short and long term goals for ascena. Also includes conducting annual vendor meetings to review year over year utilization patterns and trends.
- Completed a full benefit redesign of ascena's health benefit package. This included harmonized benefit offerings throughout each of ascena's separate retail brands, harmonized medical, pharmacy, and dental vendors, harmonized employee contributions, and the addition of the HRA and voluntary benefits. Final proposed package results in an annual savings of over \$7 million.
- Helped ascena develop RFPs and evaluate proposals submitted in response to RFPs for the following programs: Stop Loss (2016), Life Insurance (2017), Long and Short Term Disability (2017), and Voluntary Benefits (2016). In many proposals, Conduent evaluated the financial solvency of the bidders, evaluated network access, and cost scored the bids.
- Conducted an in-network discount analysis of current and potential medical carriers to determine the carriers with the deepest network discounts by state, with associated network disruption analysis. Client implemented recommended state carrier mapping strategy as a result.
- Under the guidance of Conduent's Pharmacy Practice, we provide clinical assistance as needed throughout the renewal process and plan year.
- Provides monthly financial reports including medical, pharmacy and dental claims and fees as compared to Conduent-developed budget rates. Monthly reporting is provided in aggregate and for each of ascena's separate business units. Monthly reporting is also provided on a fiscal year and rolling-12 month basis.
- Assessed value of third-party partners relative to high performance networks, COE's, telemedicine, transparency, advocacy services, disease management, case management and maternity management. Implemented Castlight Health as a result in 2017.
- Provided ascena with legal advice in a number of situations, including complying with COBRA and HIPAA and complying with mental health parity laws.

## Exhibit I.V. Program References

**Reference #: 3 - Bureau of Personnel, Employee Benefits Division**

**Office of Administration of the Commonwealth Of Pennsylvania**

**Current or Former Customer: Current**

Abstract
Customer For Whom Services Were Performed: <b><u>Bureau of Personnel, Employee Benefits Division</u></b> <b><u>Office of Administration of the Commonwealth Of Pennsylvania</u></b> Customer Address: Finance Building - Room 513 Harrisburg, PA 17120
Project Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in this RFP, Section III.E. This information should be provided as an attachment to this form and the information provided should support the Offeror's assertion that it can successfully implement and administer programs of the scope and complexity as set forth in this RFP# ABMC-2017-1.)
Project Contact References: (Required And Will Be Verified) (Attach <b>2 current</b> and <b>1 former</b> client reference)  Contact Name: [REDACTED] Contact Title: Director Phone Number: [REDACTED] E-Mail Address: [REDACTED]

**Reference #3: Bureau of Personnel, Employee Benefits Division  
Office of Administration of the Commonwealth Of Pennsylvania**

Conduent HR Consulting (formerly Buck Consultants) provided actuarial and benefit consulting services to the Commonwealth of PA. Currently the Commonwealth requires contribution for health care base on a percent of salary. One of the Unions contended that they were higher paid than the other unions and thus were contributing a larger portion in contribution that the other unions.

The Commonwealth engaged Conduent to analyze the claim made by the Union which included a review of claims costs by union, contributions by union, salary by union, and comments on the most common methods on which contributions are set and the potential impact on the current approach.

Exhibit I.W - Compliance with NYS Workers' Compensation Law

**Exhibit I.W - Compliance with NYS Workers' Compensation Law**

Sections 57 and 220 of the New York State Workers' Compensation Law (WCL) provide that the Department shall not enter into any contracts unless proof of workers' compensation and disability benefits insurance coverage is produced. Prior to entering into contracts with DCS, the selected Offeror will be required to verify for DCS, on forms authorized by the New York State Workers' Compensation Board, the fact that they are properly insured or are otherwise in compliance with the insurance provisions of the WCL. The forms to be used to show compliance with the WCL are listed below. DCS requests the Offeror submit this insurance verification information with their Proposals. Any questions relating to either workers' compensation or disability benefits coverage should be directed to the State of New York Workers' Compensation Board, Bureau of Compliance at (518)486-6307. You may also find useful information at their website <http://www.wcb.ny.gov>. Failure to provide verification of either of these types of insurance coverage by the time the winning Offeror is selected and the Contract is ready to be executed will be grounds for disqualification of an otherwise successful Proposal.

**Workers' Compensation Requirements under WCL § 57:**

To comply with coverage provisions of the WCL, businesses must:

- A) be legally exempt from obtaining workers' compensation insurance coverage; or
- B) obtain such coverage from insurance carriers; or
- C) be a Board-approved self-insured employer or participate in an authorized group self-insurance plan.

To assist State and municipal entities in enforcing WCL Section 57, businesses requesting permits or seeking to enter into contracts **MUST provide ONE** of the following forms to the government entity issuing the permit or entering into a contract:

- A) CE-200, Certificate of Attestation of Exemption from NYS Workers' Compensation and/or Disability Benefits Coverage <sup>(1)</sup>; **OR**
- B) C-105.2 -- Certificate of Workers' Compensation Insurance (the business's insurance carrier will send this form to the government entity upon request) **PLEASE NOTE:** The State Insurance Fund provides its own version of this form, the U-26.3; **OR**
- C) SI-12 -- Certificate of Workers' Compensation Self-Insurance (the business calls the Board's Self-Insurance Office at 518-402-0247), **OR** GSI-105.2 -- Certificate of Participation in Worker's Compensation Group Self-Insurance (the business's Group Self-Insurance Administrator will send this form to the government entity upon request).

**Disability Benefits Requirements under Workers' Compensation Law §220(8)**

To comply with coverage provisions of the WCL regarding disability benefits, businesses may:

- A) be legally exempt from obtaining disability benefits insurance coverage; or
- B) obtain such coverage from insurance carriers; or
- C) be a Board-approved self-insured employer.

Accordingly, to assist State and municipal entities in enforcing WCL Section 220(8), businesses requesting permits or seeking to enter into contracts **MUST provide ONE** of the following forms to the entity issuing the permit or entering into a contract:

- A) CE-200, Certificate of Attestation of Exemption from NYS Workers' Compensation and/or Disability Benefits Coverage<sup>(1)</sup>; **OR**
- B) DB-120.1 -- Certificate of Disability Benefits Insurance (the business's insurance carrier will send this form to the government entity upon request); **OR**
- C) DB-155 -- Certificate of Disability Benefits Self-Insurance (the business calls the Board's Self-Insurance Office at 518-402-0247).

<sup>(1)</sup> Starting December 1, 2008, Form CE-200 can be filled out electronically on the Board's website, [www.wcb.state.ny.us](http://www.wcb.state.ny.us), under the heading "Forms." Applicants filing electronically are able to print a finished Form CE-200 immediately upon completion of the electronic application. Applicants without access to a computer may obtain a paper application for the CE-200 by writing or visiting the Customer Service Center at any District Office of the Workers' Compensation Board. Applicants using the manual process may wait up to four weeks before receiving a CE-200. Once the applicant receives the CE-200, the applicant can then submit that CE-200 to the government agency from which he/she is getting the permit, license or contract.

## Exhibit I.W - Compliance with NYS Workers' Compensation Law

Attached is the Worker' Compensation Certificate.

Also attached is the Disability certificate. Please note that in Part 1, the legal name is still Buck Consultants. I have attached a DB-120.1 form for Buck Consultants LLC (this is the employer name registered in NY for fein 13-3954297). We must show the employer name as it is registered in NY.



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)  
05/11/2017

**THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.**

**IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).**

<b>PRODUCER</b> MARSH USA, INC. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 Attn: ACS.CertRequest@marsh.com	<b>CONTACT NAME:</b> <b>PHONE (A/C, No, Ext):</b> _____ <b>FAX (A/C, No):</b> _____ <b>E-MAIL ADDRESS:</b> _____														
<b>INSURED</b> Conduent Incorporated 100 Campus Drive, Suite 200 Florham Park, NJ 07932	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">INSURER(S) AFFORDING COVERAGE</th> <th style="text-align: left;">NAIC #</th> </tr> </thead> <tbody> <tr> <td>INSURER A : ACE American Insurance Company</td> <td>22667</td> </tr> <tr> <td>INSURER B : ACE Property &amp; Casualty Insurance Company</td> <td>20699</td> </tr> <tr> <td>INSURER C : Indemnity Ins Co Of North America</td> <td>43575</td> </tr> <tr> <td>INSURER D : ACE Fire Underwriters Ins. Co.</td> <td>20702</td> </tr> <tr> <td>INSURER E :</td> <td></td> </tr> <tr> <td>INSURER F :</td> <td></td> </tr> </tbody> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A : ACE American Insurance Company	22667	INSURER B : ACE Property & Casualty Insurance Company	20699	INSURER C : Indemnity Ins Co Of North America	43575	INSURER D : ACE Fire Underwriters Ins. Co.	20702	INSURER E :		INSURER F :	
INSURER(S) AFFORDING COVERAGE	NAIC #														
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INSURER E :															
INSURER F :															

**COVERAGES      CERTIFICATE NUMBER:      NYC-008726346-03      REVISION NUMBER: 7**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR  GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER: _____			HDO G27860667	01/01/2017	01/01/2018	EACH OCCURRENCE \$ 2,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 2,000,000 MED EXP (Any one person) \$ N/A PERSONAL & ADV INJURY \$ 2,000,000 GENERAL AGGREGATE \$ 10,000,000 PRODUCTS - COMP/OP AGG \$ INCLUDED \$
A	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS			ISA H09052756	01/01/2017	01/01/2018	COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ \$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED _____ RETENTION \$ _____			G28199235 001	01/01/2017	01/01/2018	EACH OCCURRENCE \$ 20,000,000 AGGREGATE \$ 20,000,000 \$
C A D	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory In NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N N	N/A	WLR C49108813 (AOS) WLR C49108771 (AZ, CA and MA) SCF C49108850 (WI)	01/01/2017 01/01/2017 01/01/2017	01/01/2018 01/01/2018 01/01/2018	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

<b>CERTIFICATE HOLDER</b> Conduent HR Consulting, LLC 100 Campus Drive, Suite 200 Florham Park, NJ 07932	<b>CANCELLATION</b> SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.  AUTHORIZED REPRESENTATIVE of Marsh USA Inc. Daniel Rivera
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**Workers'  
Compensation  
Board**

## CERTIFICATE OF INSURANCE COVERAGE UNDER THE NYS DISABILITY BENEFITS LAW

### PART 1. To be completed by Disability Benefits Carrier or Licensed Insurance Agent of that Carrier

1a. Legal Name and Address of Insured (Use street address only)

Buck Consultants LLC  
420 Lexington Avenue, Suite 2220  
New York, NY 10170-2220

Work Location of Insured (Only required if coverage is specifically limited to certain locations in New York State, i.e., a Wrap-Up Policy)

1b. Business Telephone Number of Insured

1c. NYS Unemployment Insurance Employer Registration Number of Insured

1d. Federal Employer Identification Number of Insured or Social Security Number  
**13-3954297**

2. Name and Address of the Entity Requesting Proof of Coverage (Entity Being Listed as the Certificate Holder)

ABMC Procurement Manager  
Employee Benefits Division, Room 1106  
NYS Department of Civil Service  
Albany, New York 12239

3a. Name of Insurance Carrier

**Metropolitan Life Insurance Company**

3b. Policy Number of entity listed in box "1a":  
**109670**

3c. Policy effective period:  
**January 1, 2003 to Cancellation  
DB120.1 valid: May 12, 2017 to May 12, 2018**

4. Policy covers:

- a.  All of the employer's employees eligible under the New York Disability Benefits Law  
b.  Only the following class or classes of the employer's employees:

Under penalty of perjury, I certify that I am an authorized representative or licensed agent of the insurance carrier referenced above and that the named insured has NYS Disability Benefits insurance coverage as described above.

Date Signed: May 12, 2017

By: 

(Signature of insurance carrier's authorized representative or NYS Licensed Insurance Agent of that insurance carrier)

Telephone Number: (678) 319-1603

Title: State Plan Consultant

IMPORTANT: If box "4a" is checked, and this form is signed by the insurance carrier's authorized representative of NYS Licensed Insurance Agent of that carrier, this certificate is COMPLETE. Mail it directly to the certificate holder.

If box "4b" is checked, this certificate is NOT COMPLETE for purposes of Section 220, Subd. 8 of the Disability Benefits Law. It must be mailed for completion to the Workers' Compensation Board, DB Plans Acceptance Unit, 328 State Street, Schenectady, NY 12305.

### PART 2. To be completed by NYS Workers' Compensation Board (Only if box "4b" of Part 1 has been checked)

#### State of New York Workers' Compensation Board

According to information maintained by the NYS Workers' Compensation Board, the above-named employer has complied with the NYS Disability Benefits Law with respect to all of his/her employees.

Date Signed: \_\_\_\_\_ By: \_\_\_\_\_

(Signature of NYS Workers' Compensation Board Employee)

Telephone Number: \_\_\_\_\_ Title: \_\_\_\_\_

**Please Note:** Only insurance carriers licensed to write NYS disability benefits insurance policies and NYS licensed insurance agents of those insurance carriers are authorized to issue Form DB-120.1. **Insurance brokers are NOT authorized to issue this form.**



Exhibit I.X - Extraneous Terms Template (if proposing)

**EXTRANEOUS TERMS**

No.	RFP Section And Sub-Section Reference	RFP Requirement	Proposed Extraneous Term Type
1	Section VII Sub-Section 8.3.0	Superior Pricing	Alternative

Proposed Extraneous Term(s): Even if during the course of this Agreement, the Contractor enters into arrangements with any other public sector customers whereby the prices granted by the Contractor to said customer(s) for like or similar services exceed the prices granted by Contractor pursuant to this Agreement, the Contractor warrants that it will not increase its pricing under this Agreement.

Impact on RFP Requirement: Because the Contractor often bundles multiple services into its service contracts, the inter-relationships among pricing and other provisions within each customer relationship are often unique. The pricing analysis for one relationship may be significantly different for another relationship, even though two clients may otherwise appear very similar. The Contractor feels that it is reasonable that the pricing and other terms are agreed upon up front following the RFP process. The Contractor will not increase the pricing even if we receive higher prices for similar services from other public sector clients.

No.	RFP Section And Sub-Section Reference	RFP Requirement	Proposed Extraneous Term Type
2	Section VII Sub-Section 10.4.0	Modification of Project Services	Alternative

Proposed Extraneous Term(s): The Department reserves the right to review such Change Order Request(s) request within a reasonable period of time, and, in its reasonable discretion, make a written determination as to whether the Change Order Request shall be approved or rejected.

Impact on RFP Requirement: The Contractor believes that a standard of “reasonable discretion” as opposed “sole discretion” when the Department is making a determination is more commercially reasonable particularly where matters are outside of the control of the Contractor.

No.	RFP Section And Sub-Section Reference	RFP Requirement	Proposed Extraneous Term Type
3	Section VII Sub-Section 11.12.0	Indemnification re Use and Disclosure of PHI	Alternative
<p>Proposed Extraneous Term(s): The Contractor agrees to indemnify, defend and hold harmless the State and the Department and its respective employees, officers, agents or other members of its workforce (each of the foregoing hereinafter referred to as "Indemnified Party") against all actual and direct losses suffered by the Indemnified Party with respect to third party claims, to the extent arising from or in connection with any breach of the terms of this Article XI by the Contractor or its employees, officers, subcontractors, agents or other members of its workforce. Accordingly, the Contractor shall reimburse any Indemnified Party for any and all actual and direct losses, liabilities, lost profits, fines, penalties, costs or expenses (including reasonable attorneys' fees) which may for any reason be imposed upon any Indemnified Party by reason of any suit, claim, action, proceeding or demand by any third party which results from the Contractor's acts or omissions hereunder. The Contractor's obligation to indemnify any Indemnified Party shall survive the expiration or termination of this Agreement.</p>			
<p>Impact on RFP Requirement: The proposed term makes minor clarifications to the Indemnity clause (11.12.0), making it clear that it applies to third party claims and that Contractor is only responsible for losses caused by its conduct.</p>			

No.	RFP Section And Sub-Section Reference	RFP Requirement	Proposed Extraneous Term Type
4	Section VII Sub-Section 16.1.0	Reports Ownership	Additional
<p>Proposed Extraneous Term(s): Notwithstanding anything to the contrary in this Agreement, all materials, information, processes, software and products used by Contractor to perform the services under this Agreement (including without limitation specifications, database structures, report formats, templates, software, techniques, know-how, methods, algorithms, procedures and documentation), all additions, improvements and modifications made thereto in the course of Contractor performing services, and Contractor's work papers and records are Contractor's proprietary information (hereinafter, "Proprietary Information"). Proprietary Information belongs exclusively to Contractor, its affiliates or third-party licensors, and the Department shall not have any proprietary right or interest in or to the Proprietary Information. To the extent Proprietary Information is incorporated into work product</p>			

Contractor delivers to the Department hereunder, the Department shall have a fully paid non-exclusive, non-transferable license to use such Proprietary Information in conjunction with the work product.

Impact on RFP Requirement: The Contractor utilizes substantial proprietary information in performing its services. The proposed addition simply clarifies that ownership of this proprietary information remains with the Contractor.

No.	RFP Section And Sub-Section Reference	RFP Requirement	Proposed Extraneous Term Type
5	Section VII New Sub-Section 13.3.0	General Provision As To Remedies	Additional

Proposed Extraneous Term(s): The Department shall not assert or seek, and Contractor shall not be liable to the Department for, any damages or other monetary claim or claims on any legal or equitable theory of liability or recovery exceeding, in the aggregate, \$1.0 million. The Department hereby waives and agrees not to assert any claims for lost profits, indirect damages, consequential damages, special damages, incidental damages, exemplary damages, and punitive damages, regardless of whether such claims arise pursuant to this Agreement or pursuant to another legal or equitable claim or relationship between the parties. The provisions of this Sub-Section 13.3.0 shall apply regardless of whether any such claim or claims arise by statute, contract, indemnity, this Agreement, or otherwise arising in law or equity in any jurisdiction.

Impact on RFP Requirement: The Contractor requires a commercially reasonable limit on liability provision in the Agreement.

## D. Key Subcontractors

At this part of its Administrative Proposal, the Offeror must provide a statement identifying all Key Subcontractors or Affiliates, if any, that the Offeror will be contracting with to provide Project Services and must, for each such Key Subcontractor or Affiliate identified, complete and submit **Exhibit I.U.1**; "Key Subcontractors or Affiliates:"

**Conduent HR Consulting, LLC is not proposing to utilize the services of a Key Subcontractor(s) or Affiliate(s) to provide Project Services.**

## E. Reference Checks

**Refer to Exhibit I.V.**

## F. Financial Statements

At this part of its Administrative Proposal, the Offeror must, provide a copy of the Offeror's last issued GAAP annual audited financial statement. A complete set of statements, not just excerpts, must be provided. Additionally, for each Key Subcontractor or Affiliate, if any, that provides any of the Project Services; which are the subject matter of this RFP, provide the most recent GAAP annual audited statement. If the Offeror, or a Key Subcontractor or Affiliate, is a privately held business and is unwilling to provide copies of their GAAP annual audited financial statements as part of their Proposal, the Offeror/Key Subcontractor/Affiliate must make arrangements for the Procurement evaluation team to review the financial statements.

**A copy of our 2016 Annual Report can be found at the below link:**

**[https://investor.conduent.com/~/\\_media/Files/C/Conduent-IR/Annual%20Reports/annual-report-2016.pdf](https://investor.conduent.com/~/_media/Files/C/Conduent-IR/Annual%20Reports/annual-report-2016.pdf)**

## G. Vendor Responsibility Questionnaire



## Certification

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

**The undersigned certifies that he/she:**

- is knowledgeable about the submitting Business Entity's business and operations;
- has read and understands all of the questions contained in the questionnaire;
- 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 Business Entity's responses are true, accurate and complete, including all attachments, if applicable;
- understands that New York State government entities will rely on the information disclosed in the questionnaire when entering into a contract with the Business Entity; and
- is under an obligation to update the information provided herein to include any material changes to the Business 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 government entities or OSC prior to the award and/or approval of a contract, or during the term of the contract.

**Legal Business Name:** BUCK CONSULTANTS LLC

**Certifier's Name:** nicolas medina

**Certifier's Title:** Chief Compliance Officer

**Certification Date:** May 18, 2017