
ADMINISTRATIVE PROPOSAL

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April 16, 2013

Ms. Linda Burk
Procurement Manager
Employee Benefits Division – Room 1106
NYS Department of Civil Service
Albany, NY 12239

**RE: Request for Proposals entitled:
“Mental Health and Substance Abuse Program for the
Empire Plan, Excelsior Plan, and Student Employee Health Plan”
Firm Offer to the State of New York**

ValueOptions, Inc. (ValueOptions) hereby submits this firm and binding offer to the State of New York in response to the Department’s Request for Proposals entitled **“Mental Health and Substance Abuse Program for the Empire Plan, Excelsior Plan and Student Employee Health Plan”** (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.

ValueOptions 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.

ValueOptions 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 and D to the draft contract.

ValueOptions 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.7 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 **ValueOptions** delivers to the Department of Civil Service written notice of withdrawal of its Proposal.

ValueOptions’ complete offer is set forth as follows:

- | | |
|---------------------------------|--|
| <u>Administrative Proposal:</u> | Total of twelve (12) hard copy volumes [two (2) original and ten (10) copies] and one (1) electronic copy on CD. |
| <u>Technical Proposal:</u> | Total of twelve (12) hard copy volumes [two (2) original and ten (10) copies] and one (1) electronic copy on CD. |
| <u>Cost Proposal:</u> | Total of twelve (12) hard copy volumes [two (2) original and ten (10) copies] and one (1) electronic copy on CD. |

The undersigned affirms and swears s/he has the legal authority and capacity to sign and make this offer on behalf of, **ValueOptions** and possesses the legal authority and capacity to act on behalf of **ValueOptions** 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: 4-11-13

By: [Redacted Signature]
(signature)
Scott Tabakin
(name)
Chief Financial Officer
(title)
[Redacted Phone Number]
(phone number)

CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF Virginia }
City }
COUNTY OF Norfolk } SS.:
On the 11th day of April in the year 2013, before me personally appeared:
Scott M. Tabakin, 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 Address], Town of
[Redacted City],
County of [Redacted County], State of [Redacted State]; and further that:

[Check One]

(☒ If a corporation): he is the Chief Financial Officer of
ValueOptions, Inc., 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 [Redacted Signature]

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:		ValueOptions, Inc.
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, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> possesses</p> <p><input type="checkbox"/> does not possess</p> <p>the legal capacity to enter into a contract with the Department.</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"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>provides behavioral management and associated claims adjudication services for a minimum of five million (5,000,000) lives as specified below. The Offeror must provide a list of client organizations with the number of lives served through each client to clearly demonstrate that the Offeror meets the minimum requirement of five million (5,000,000) lives. In determining lives, the Offeror should:</p> <ul style="list-style-type: none"> • Include both at-risk and fee-for-service business; • Include Medicaid business; • Count all lives [e.g., an employee, a spouse and two (2) eligible dependents count as four (4)]; • Exclude any non-behavioral health management business; • Exclude any employee assistance program business

Exhibit I.T - Offeror Attestations Form

3.	Section III.B.3	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>its Empire Plan MHSA Provider Network, as proposed, meets or exceeds all of the following <u>minimum</u> Network access guarantees:</p> <p style="text-align: center;"><u>URBAN AREAS</u></p> <p>a. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Facility – Inpatient within five (5) miles; and, • one (1) Facility – ALOC within five (5) miles. <p>b. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Psychiatrist within three (3) miles; and, • one (1) Psychologist within three (3) miles; and, • one (1) Licensed Clinical Social Worker (with R designation in NYS) within three (3) miles. <p style="text-align: center;"><u>SUBURBAN AREAS</u></p> <p>c. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Facility – Inpatient within fifteen (15) miles; and, • one (1) Facility – ALOC within fifteen (15) miles. <p>d. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Psychiatrist within fifteen (15) miles; and, • one (1) Psychologist within fifteen (15) miles; and, • one (1) Licensed Clinical Social Worker (with R designation in NYS) within fifteen (15) miles. <p style="text-align: center;"><u>RURAL AREAS</u></p> <p>e. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Facility – Inpatient within forty (40) miles; and, • one (1) Facility – ALOC within forty (40) miles. <p>f. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Psychiatrist within forty (40) miles; and, • one (1) Psychologist within forty (40) miles; and, • one (1) Licensed Clinical Social Worker (with R designation in NYS) within forty (40) miles.
4.	Section III.B.4	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>understands and agrees to comply with all specific duties and responsibilities set forth in Section IV.B.3. of this RFP, entitled "Implementation," including Section IV.B.3.b.(2) requiring the Offeror to propose a financial guarantee supporting its commitment to satisfy all implementation requirements.</p>
5.	Section III.B.5	<p>As of the Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>will maintain and make available as required by the Department a complete and accurate set of records related to the Agreement resulting from this RFP as required by Appendices A and B and the draft Agreement set forth in Section VII of this RFP. This includes, but is not limited to, provider contracts, detailed claim records, and any and all other financial records as deemed necessary by the Department to perform its fiduciary responsibilities to the Empire Plan MHSA Program's participants and to ensure that public dollars are spent appropriately.</p>

Exhibit I.T - Offeror Attestations Form

6.	Section III.B.6	At time of Proposal Due Date, Offeror represents and warrants that it: <input checked="" type="checkbox"/> attests <input type="checkbox"/> does not attest has submitted as part of its Proposal, if so required by the RFP, or will submit all Transmittal letters, Statements, Formal Certifications and Exhibits as required in Section II of this RFP related to the Offeror's compliance with all rules, laws, regulations and executive orders.
7.	Section III.B.7	At time of Proposal Due Date, Offeror represents and warrants that it: <input checked="" type="checkbox"/> attests <input type="checkbox"/> does not attest will execute the duties and responsibilities set forth in Section IV of this RFP in strict conformance to the requirements described in that section of the RFP.
8.	Section III.B.8	At time of bid submission, Offeror represents and warrants that it: <input checked="" type="checkbox"/> attests <input type="checkbox"/> does not attest has current URAC-case management, JCAHO, ACHC, NCQA or CARF full accreditation.

Exhibit I.T - Offeror Attestations Form

The **proprietary and confidential** table below lists our client organizations with the number of lives served to clearly demonstrate that we meet the minimum requirement of five million lives. This is in response to **Question 2** above.

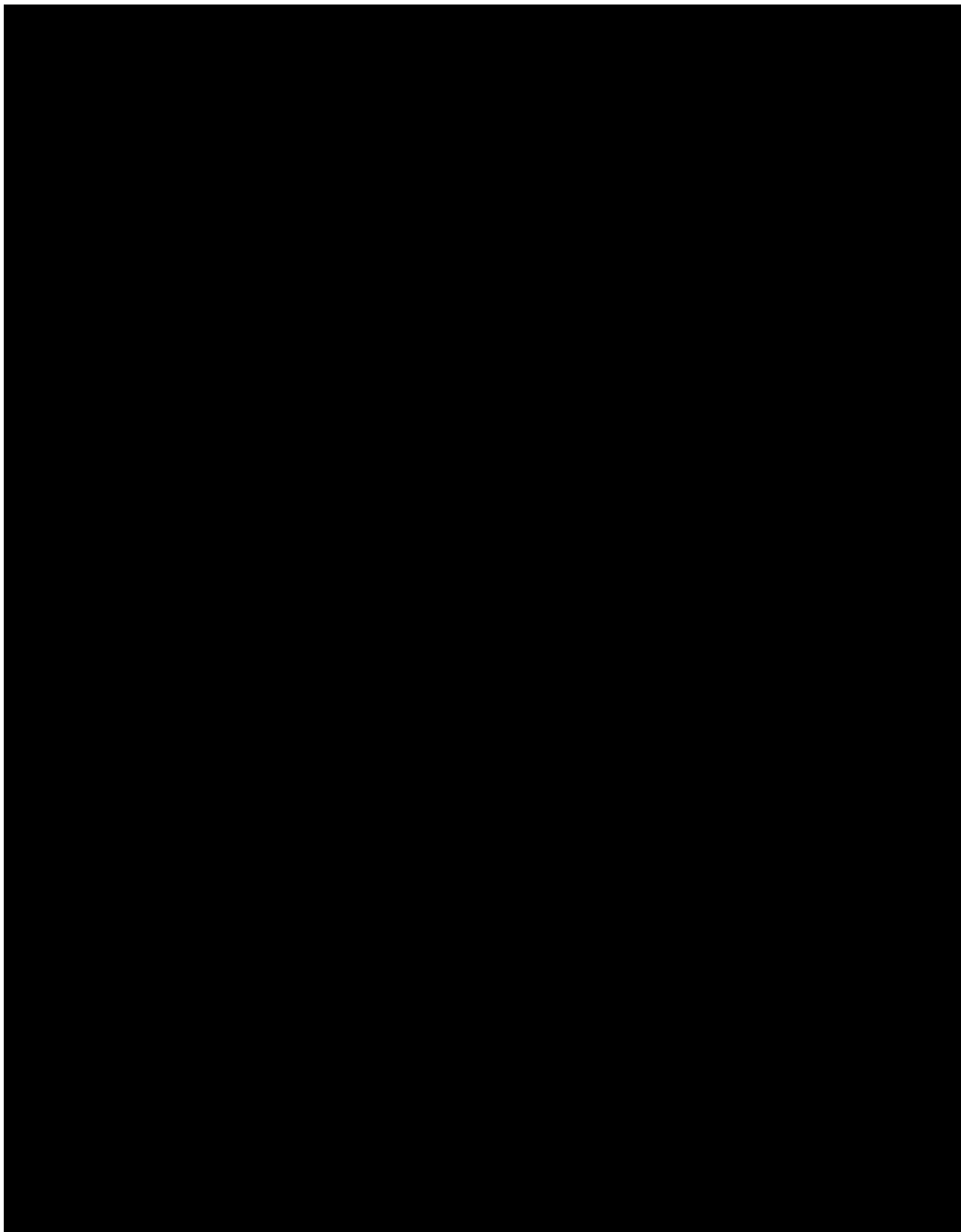


Exhibit I.T - Offeror Attestations Form

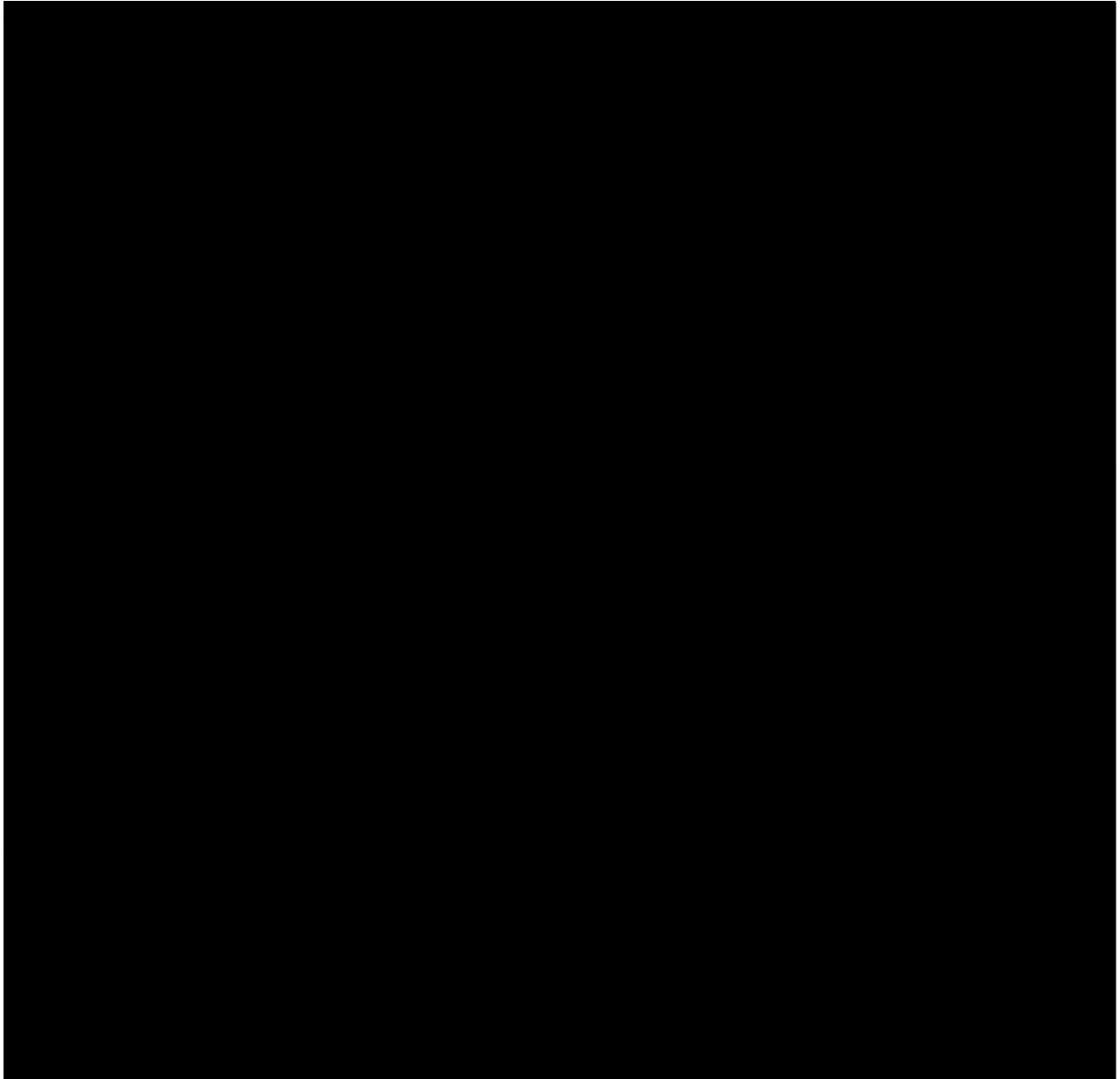


Exhibit I.T - Offeror Attestations Form

In addition to the above table, and in accordance with Section III.B.3 of the RFP, we provide Exhibit I.Y.2, Exhibit I.Y.3, and our GeoAccess Report within our Administrative Proposal response. We also attest that as of the proposal due date, we hold executed contracts and have completed credentialing of all Empire Plan MHSA Providers identified as "participating" in our proposed Empire Plan MHSA Provider Network File, Exhibit I.Y.2.

Exhibit I.T - Offeror Attestations Form

Date: 4-11-13

[Redacted Signature]

Signature

Scott Tabakin
Chief Financial Officer
ValueOptions

CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF Virginia }

CITY Norfolk }

: SS.:

On the 11th day of April in the year 2013, before me personally appeared:
Scott M. Tabakin, 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 Address], Town of [Redacted],
County of [Redacted], State of [Redacted]; and further that:

[Check One]

(☒ **If a corporation**): he is the Chief Financial Officer of
ValueOptions, Inc., 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 Notary Signature]
Notary Public U

[Redacted Notary Seal]

Exhibit I.A - Proposal Submission Requirement Checklist

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 Proposal.
- ☒ b. Proposals must be prepared in Adobe Acrobat, with the exception of certain cost and provider network exhibits that have specific formatting instructions.
- ☒ c. Each Administrative, Technical and Cost Proposal must be separately bound and externally labeled with "Mental Health and Substance Abuse Program for the Empire Plan, Excelsior Plan, Student Employee Health Plan" and Offeror's name(s). (No cost information [i.e., \$ quotes] can be referenced in the Administrative or Technical Proposal.
- ☒ 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.G EEO Staffing Plan (form EEO-100)

Exhibit I.A - Proposal Submission Requirement Checklist

- ☒ Exhibit I.I New York State Standard Vendor Responsibility Questionnaire
- ☒ Exhibit I.K Offeror's Affirmation of Understanding & Agreement

C. **Exhibits** Continued

- ☒ 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.Q Certification of Good Faith Efforts (form MWBE-104)
- ☒ Exhibit I.S Formal Offer Letter
- ☒ Exhibit I.T Offeror Attestations Form
- ☒ Exhibit I.U Key Subcontractors
- ☒ Exhibit I.V Program References
- ☒ Exhibit I.X Extraneous Terms
- ☒ Exhibit I.Y.2 Offeror's Proposed MHSA Network
- ☒ Exhibit I.Y.3 Offeror's MHSA Network Pre-requisite Worksheet
- ☒ Exhibit I.Y.4 Comparison of Current Program Providers to Offeror's MHSA Network
- ☒ Exhibit I.Z Confidentiality Agreement and Certificate of Non-Disclosure

☒ D. **Key Subcontractors:** The Offeror must provide a statement identifying all Key Subcontractors, if any, that the Offeror will be contracting with to provide program services and must, for each such Key Subcontractor identified, complete and submit **Exhibit I.U "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 program services, the Offeror must provide a statement to that effect.

☒ E. **Reference Checks:** The Offeror must provide four (4) references of current clients and one reference of a former client(s) for a total of Five (5) references, for whom the Offeror has supplied services similar to those describe in this RFP. The number of covered lives covered by the Offeror for each referenced client must be at least 100,000. For each client reference provided, the Offeror must complete and submit **Exhibit I.V "Program References."** The Offeror shall be solely responsible for providing contact names, e-mail addresses and phone numbers of client references who are readily available to be contacted by the State.

Exhibit I.A - Proposal Submission Requirement Checklist

- ☒ **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, if any, that provides any of the program services; provide the most recent GAAP annual audited statement. If the Offeror, or a Key Subcontractor, 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 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 must provide the following as part of its Administrative Proposal a letter from a bank reference attesting to the Offeror'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. For the purpose of this requirement, "affiliate" means an organization which, through stock ownership or any other affiliation, directly, indirectly, or constructively controls another organization, is controlled by another organization, or is, along with another organization, under the control of a common parent.) 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 and the bank), including the duration of the relationship and the Offeror's current standing with the bank. For example: "*The Offeror 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'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., DCS and the Offeror) contractual obligations should it be awarded the resultant contract(s).

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

☒ **A. Program Administration**

- ☐ 1. Executive Summary
- ☐ 2. General Qualifications of the Offeror

☒ **B. Proposed Empire Plan MHSA Program Services**

- ☒ 1. Account Team
- ☒ 2. Premium Development Services
- ☒ 3. Implementation
- ☒ 4. Customer Service
- ☒ 5. Enrollee Communication Support
- ☒ 6. Enrollment Management
- ☒ 7. Reporting

Exhibit I.A - Proposal Submission Requirement Checklist

- ☒ 8. Consulting
 - ☒ 9. Transition and Termination of Agreement
 - ☒ 10. Network Management
 - ☒ 11. Claims Processing
 - ☒ 12. Clinical Management
 - ☒ 13. Other Clinical Management Programs
- ☒ 5. **REQUIRED CONTENT OF THE COST PROPOSAL:** The Offeror's Cost Proposal must demonstrate that it will execute the duties and responsibilities set forth in Section V of this RFP and it must contain the following cost exhibits in strict accordance with the directions set forth in this RFP:
- ☒ Exhibit V.A Claims Analysis
 - ☒ Exhibit V.B Applied Behavioral Analysis Fee Quote
 - ☒ Exhibit V.C Administrative Fee Evaluation
- ☒ 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.8 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 the Administrative Proposal, Technical Proposal, and Cost Proposal with each specific item requested to be protected from FOIL disclosure by highlighting in yellow.
 - ☒ C. Electronic copy (on CD in Adobe Acrobat Professional software, version 8 or higher) of the complete Proposal noting each the specific item requested to be protected from FOIL which contains no more than three pdf files; one for each part of the Proposal (Administrative Proposal, Technical Proposal, and Cost Proposal).

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.

Date: 4-11-13

[Signature]
Signature

PRINT:

SIGNATORY'S NAME Scott Tabakin TITLE Chief Financial Officer

INDIVIDUAL, CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF Virginia }
City Norfolk } SS.:
COUNTY OF Norfolk }

On the 11th day of April in the year 2013, before me personally appeared:

Scott M. Tabakin, 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 _____, State of [Redacted]; and further that, if applicable:

[Check One, If Applicable]

(X If a corporation): he is the Chief Financial Officer of ValueOptions, Inc., 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 [Signature]



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 1 of 2

Solicitation No.: 2013MH-1	Reporting Entity: <input checked="" type="checkbox"/> Contractor <input type="checkbox"/> Subcontractor	Report includes: <input type="checkbox"/> Contractor's work force to be utilized on this contract <input checked="" type="checkbox"/> Contractor's total work force <input type="checkbox"/> Subcontractor's work force to be utilized on this contract <input type="checkbox"/> Subcontractor's total work force
Contractor/Subcontractor's Name: ValueOptions, Inc.		
Contractor/Subcontractor's Address: 240 Corporate Boulevard, Norfolk, Virginia 23502		
FEIN: 54-1414194		

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 Male (M)	Total Female (F)	White (M) (F)	Black (M) (F)	Hispanic (M) (F)	Asian (M) (F)	American Indian or Alaskan Native (M) (F)			(M)	(F)	(M)	(F)
Executive/Senior level Officials & Managers	72	42	37	28	3	1	0	1	0	0	0	1	0
First/Mid level officials & Managers	443	156	287	136	10	58	1	7	6	0	0	16	3
Professionals	1587	409	1178	319	54	247	11	39	40	1	0	57	47
Technicians	82	51	31	28	5	2	1	1	17	0	0	0	0
Sales Workers	0	0	0	0	0	0	0	0	0	0	0	0	0
Administrative Support Workers	948	179	769	129	30	270	13	45	7	23	0	10	15
Craft Workers	0	0	0	0	0	0	0	0	0	0	0	0	0
Operatives	0	0	0	0	0	0	0	0	0	0	0	0	0
Laborers and Helpers	0	0	0	0	0	0	0	0	0	0	0	0	0
Service Workers	0	0	0	0	0	0	0	0	0	0	0	0	0
Totals	3132	837	2295	649	102	578	27	92	56	83	5	89	66

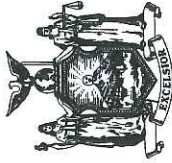
TELEPHONE NO.: [REDACTED]

EMAIL ADDRESS: [REDACTED]

DATE:

4/16/2013

NAME AND TITLE OF PREPARER (Print or Type): Scott Tabakin



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

Page 2 of 2

EQUAL EMPLOYMENT OPPORTUNITY STAFFING PLAN

OFFICE OF FINANCIAL ADMINISTRATION

EEO-100 (9/2011)

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 on 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.

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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.

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

I. LEGAL BUSINESS ENTITY INFORMATION			
Legal Business Entity Name* ValueOptions, Inc.		EIN (Enter 9 digits, without hyphen) 541414194	
Address of the Principal Place of Business (street, city, state, zip code) 240 Corporate Boulevard Norfolk, VA 23502		Telephone [REDACTED]	Fax [REDACTED]
E-mail [REDACTED]		Website www.valueoptions.com	
Additional Legal Business Entity Identities: If applicable, list any other DBA, Trade Name, Former Name, Other Identity, or EIN used in the last five (5) years and the status (active or inactive).			
Type	Name	EIN	Status
	N/A		
	N/A		
1.0 Legal Business Entity Type – Check appropriate box and provide additional information:			
<input checked="" type="checkbox"/> Corporation (including PC)		Date of Incorporation	4/6/1987
<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 checked="" type="checkbox"/> United States State <u>Virginia</u>			
<input type="checkbox"/> Other Country _____			
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If "Yes," Enter DUNS Number 88192141			

*All 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>.

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

I. LEGAL BUSINESS ENTITY INFORMATION

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? ☒ Yes ☐ No
☐ N/A
(Select "N/A," if Principal Place of Business is in New York State.)

If "Yes," provide the address and telephone number for one office located in New York State.
4 British American Boulevard
Latham, New York 12110

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)

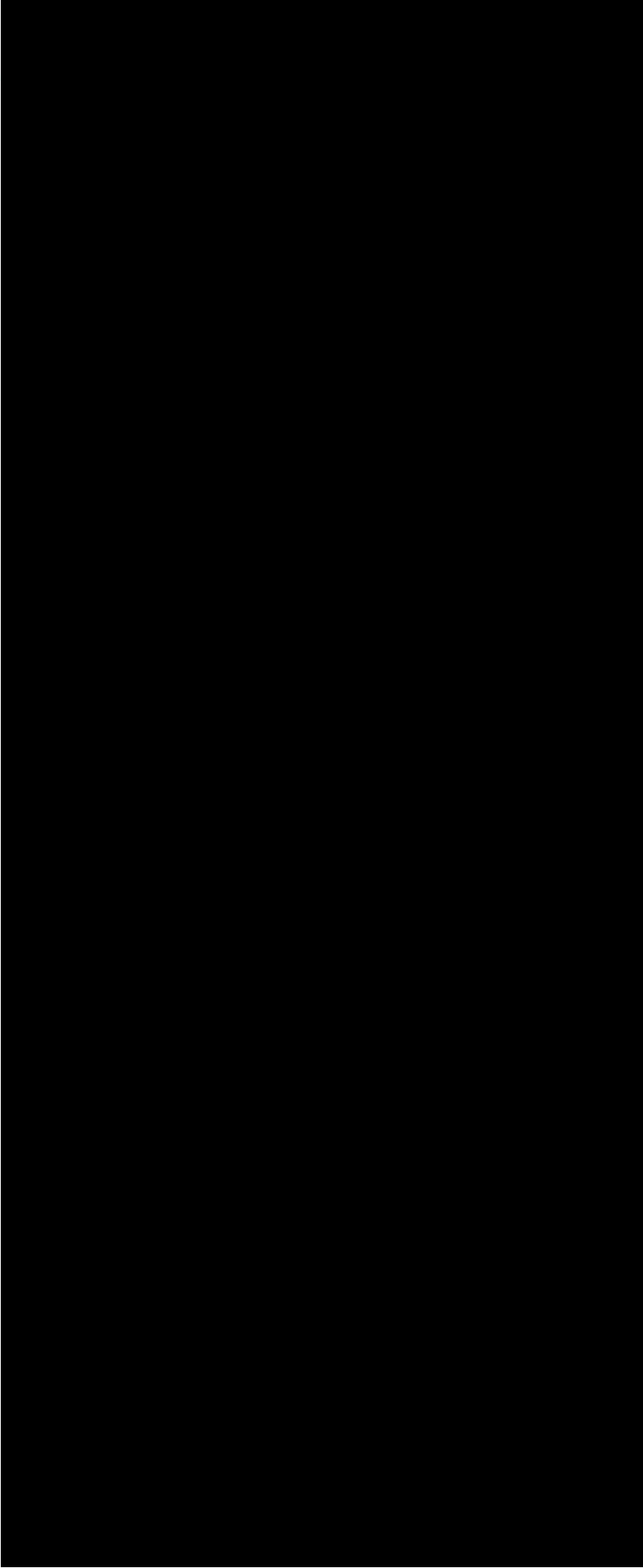
1.6 Identify Officials and Principal Owners, if applicable. For each person, include name, title and percentage of ownership. Attach additional pages if necessary. If applicable, reference to relevant SEC filing(s) containing the required information is optional.

Name	Title	Percentage Ownership (<i>Enter 0% if not applicable</i>)
Heyward R. Donigan	Director/President and CEO	0
Kyle A. Raffaniello	Director/Vice President	0
Scott M. Tabakin	Director/Treasurer	0%
Paul M. Rosenberg	Director/Secretary	0

1.6 Identify Officials and Principal Owners. For each person, include name, title and percentage of ownership.

All entities are C-Corps unless otherwise noted

All entities are Domestic entities



CONFIDENTIAL

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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

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

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

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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 DOCUMENTATION ON BEHALF OF THE REPORTING ENTITY

3.0 <u>Sanctioned</u> relative to any business or professional permit and/or license?	<input type="checkbox"/> Yes <input checked="" 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

For each "Yes" or "Other" explain:

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 <u>government procurement, permit, license, concession, franchise or lease</u> , 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 <u>suspended</u> , cancelled or <u>terminated for cause</u> 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
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NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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 type="checkbox"/> Yes <input checked="" 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:	

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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, state or local tax laws</u> ?	<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 checked="" type="checkbox"/> Yes <input 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 checked="" 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.	

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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

<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>If "No," SKIP THE REMAINDER OF SECTION IX AND PROCEED WITH SECTION X.</p>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
<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> <p>a) Any business-related activity; or</p> <p>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>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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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 government contracting process?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<p>g) Initiated or been the subject of any bankruptcy proceedings, whether or not closed, or is any bankruptcy proceeding pending?</p>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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>	

**NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY**

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).

☐ Yes ☒ No

Note: A determination of whether such information is exempt from FOIL will be made at the time of any request for disclosure under FOIL.

Indicate the question number(s) and explain the basis for the claim.

XI. AUTHORIZED CONTACT FOR THIS QUESTIONNAIRE

Name

[REDACTED]

Telephone

[REDACTED]

Fax

Title

[REDACTED]

Email

[REDACTED]

NEW YORK STATE VENDOR RESPONSIBILITY QUESTIONNAIRE FOR-PROFIT BUSINESS ENTITY

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 Signatory

Scott Tabakin

Title

Chief Financial Officer

Reporting Entity Name

ValueOptions

Address

240 Corporate Boulevard

City, State, Zip

Norfolk, VA 23502

Sworn to before me this

1/14

day of

April

20

13

;

Notary Public

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:

ValueOptions, Inc.

By:

(Signature)

Name:

Paul M. Rosenberg

Title:

Executive Vice President and General Counsel

Address:

240 Corporate Boulevard

Norfolk, VA 23502

Date:

February 20, 2013

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

Part 2

Offeror Designated Contact	
First Name	Renee
Last Name	Abdou-Malta
Company Name	ValueOptions, Inc.
Company Address:	
Street Address	P.O. Box 547 (4 British American Blvd.)
City	Latham
State	New York
Zip	12110
Individual's Business Telephone # (xxx) xxx-xxxx	
Principal Place of Business (1)	Latham, NY
Individual's Occupation	Vice President

(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 MHSA Program Procurement Manager specified in Section II.A.2.b. of the RFP.

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

Part 2

Offeror Designated Contact	
First Name	Lynn
Last Name	Mueller
Company Name	ValueOptions, Inc.
Company Address:	
Street Address	240 Corporate Blvd.
City	Norfolk
State	Virginia
Zip	23502
Individual's Business Telephone # (xxx) xxx-xxxx	
Principal Place of Business (1)	Boston, MA
Individual's Occupation	Vice President, Sales

(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 MHSA Program Procurement Manager specified in Section II.A.2.b. of the RFP.

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

Part 2

Offeror Designated Contact	
First Name	Nicole
Last Name	Crumb
Company Name	ValueOptions, Inc.
Company Address:	
Street Address	240 Corporate Blvd.
City	Norfolk
State	Virginia
Zip	23502
Individual's Business Telephone # (xxx) xxx-xxxx	<div style="background-color: black; width: 100px; height: 20px;"></div>
Principal Place of Business (1)	Norfolk, VA
Individual's Occupation	Senior Director, Proposal Development

(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 MHSA Program Procurement Manager specified in Section II.A.2.b. of the RFP.

Part 2

Offeror Designated Contact	
First Name	Laura
Last Name	Cook
Company Name	ValueOptions, Inc.
Company Address:	
Street Address	240 Corporate Blvd.
City	Norfolk
State	Virginia
Zip	23502
Individual's Business Telephone # (xxx) xxx-xxxx	
Principal Place of Business (1)	Norfolk, Virginia
Individual's Occupation	Director, Proposal Development

(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 MHSA Program Procurement Manager specified in Section II.A.2.b. of the RFP.

Part 2

Offeror Designated Contact	
First Name	Bernell
Last Name	Sherrod
Company Name	ValueOptions, Inc.
Company Address:	
Street Address	240 Corporate Blvd.
City	Norfolk
State	Virginia
Zip	23502
Individual's Business Telephone # (xxx) xxx-xxxx	<div style="background-color: black; width: 150px; height: 20px;"></div>
Principal Place of Business (1)	Norfolk, Virginia
Individual's Occupation	Proposal Specialist

(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 MHSA Program Procurement Manager specified in Section II.A.2.b. of the RFP.

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)

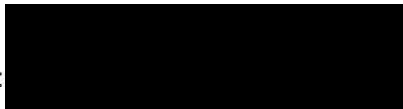
The New York State Public Officers Law ("POL"), particularly POL Sections 73 and 74, as well as all other provisions of New York State law, rules and regulations, and policy establishes ethical standards for current and former State employees. In submitting its Proposal, the Offeror must guarantee knowledge 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.

Name of Offeror: ValueOptions, Inc.

Name & Title of Representative: Scott Tabakin, Chief Financial Officer

Signature: 

Date: 4/16/2013

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: _ValueOptions, Inc._

Name & Title of Representative: _Scott Tabakin, Chief Financial Officer_

Signature: _____

Date: _4/16/2013_



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: ValueOptions, Inc.

Federal Identification No.: [REDACTED]

Address: 240 Corporate Boulevard

Solicitation No.: 2013MH-1

City, State, Zip Code: Norfolk, VA 23502

M/WBE Goals for the Solicitation: MBE: 3

1. M/WBE
Subcontractors/Suppliers
Name, Address, Email
Address, Telephone No.

2. Classification

3. Federal ID No.

4. Detailed Description of Work (Attach
additional sheets, if necessary.)

NYS ESD Certified
☐ MBE
☒ WBE

Provide marketing, advertising and print
fulfillment and mailings

NYS ESD Certified
☒ MBE
☐ WBE

Print fulfillment, advertising and
promotion

NYS ESD Certified
☐ MBE
☒ WBE

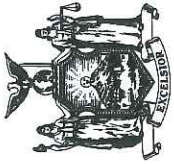
Office furniture, office supplies,
promotional items

NYS ESD Certified
☐ MBE
☒ WBE

Office furniture

NYS ESD Certified
☐ MBE
☒ WBE

Staff recruiting



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)

om; (518) 275-4816

6. WAIVER REQUESTED: MBE: ☐ YES ☒ NO If YES, submit form MWBE101 / WBE: ☐ YES ☒ NO If YES, submit form MWBE101
PREPARED BY (Signature): [REDACTED] TELEPHONE NO.: [REDACTED] EMAIL ADDRESS: [REDACTED]

NAME AND TITLE OF PREPARER (Print or Type): Richard Edwards, National
Purchasing Manager

DATE: Offeror's Certification Status: ☐ MBE ☐ WBE N/A

SUBMISSION OF THIS FORM CONSTITUTES THE OFFEROR'S
ACKNOWLEDGEMENT AND AGREEMENT TO COMPLY WITH
THE MWBE 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*****

REVIEWED BY:

DATE:

UTILIZATION PLAN APPROVED: ☐ YES ☐ NO Date: _____

MBE CERTIFIED: ☐ YES ☐ NO

WBE CERTIFIED: ☐ YES ☐ NO

WAIVER GRANTED: ☐ YES ☐ NO

☐ Total Waiver ☐ Partial Waiver

NOTICE OF DEFICIENCY ISSUED: ☐ YES ☐ NO

Date: _____

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

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: ValueOptions, Inc.

By:
(Signature)

Name: Scott Tabakin

Title: Chief Financial Officer

Address: 240 Corporate Boulevard

Norfolk, VA 23502

Date: 4/16/2013



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

**M/WBE GOAL REQUIREMENTS
CERTIFICATION OF GOOD FAITH EFFORTS**

OFFICE OF FINANCIAL ADMINISTRATION MWBE-104 (1/2012)

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: [Redacted]	Date: 4/10/2013
Print Name: Richard Edwards	
Title: National Purchasing Manager	
Company: ValueOptions, Inc.	

Sworn to before me this 10th day of 2013 April

Notary Public



April 16, 2013

Ms. Linda Burk
Procurement Manager
Employee Benefits Division – Room 1106
NYS Department of Civil Service
Albany, NY 12239

**RE: Request for Proposals entitled:
“Mental Health and Substance Abuse Program for the
Empire Plan, Excelsior Plan, and Student Employee Health Plan”
Firm Offer to the State of New York**

ValueOptions, Inc. (ValueOptions) hereby submits this firm and binding offer to the State of New York in response to the Department’s Request for Proposals entitled “**Mental Health and Substance Abuse Program for the Empire Plan, Excelsior Plan and Student Employee Health Plan**” (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.

ValueOptions 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.

ValueOptions 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 and D to the draft contract.

ValueOptions 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.7 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 **ValueOptions** delivers to the Department of Civil Service written notice of withdrawal of its Proposal.

ValueOptions’ complete offer is set forth as follows:

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

The undersigned affirms and swears s/he has the legal authority and capacity to sign and make this offer on behalf of, **ValueOptions** and possesses the legal authority and capacity to act on behalf of **ValueOptions** 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: 4-11-13

By: [Redacted Signature]
(signature)
Scott Tabakin
(name)
Chief Financial Officer
(title)
[Redacted Phone Number]
(phone number)

CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF Virginia }
City }
COUNTY OF Norfolk } SS.:
On the 11th day of April in the year 2013, before me personally appeared:
Scott M. Tabakin, 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 Address], Town of
[Redacted City], County of [Redacted County], State of [Redacted State]; and further that:

[Check One]

(☒ **If a corporation**): he is the Chief Financial Officer of
ValueOptions, Inc., 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 Notary Signature]
Notary Public

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:		ValueOptions, Inc.
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	At time of Proposal Due Date, Offeror represents and warrants that it: <input checked="" type="checkbox"/> possesses <input type="checkbox"/> does not possess the legal capacity to enter into a contract with the Department.
2.	Section III.B.2	At time of Proposal Due Date, Offeror represents and warrants that it: <input checked="" type="checkbox"/> attests <input type="checkbox"/> does not attest provides behavioral management and associated claims adjudication services for a minimum of five million (5,000,000) lives as specified below. The Offeror must provide a list of client organizations with the number of lives served through each client to clearly demonstrate that the Offeror meets the minimum requirement of five million (5,000,000) lives. In determining lives, the Offeror should: <ul style="list-style-type: none"> • Include both at-risk and fee-for-service business; • Include Medicaid business; • Count all lives [e.g., an employee, a spouse and two (2) eligible dependents count as four (4)]; • Exclude any non-behavioral health management business; • Exclude any employee assistance program business

Exhibit I.T - Offeror Attestations Form

3.	Section III.B.3	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>its Empire Plan MSHA Provider Network, as proposed, meets or exceeds all of the following <u>minimum</u> Network access guarantees:</p> <p style="text-align: center;"><u>URBAN AREAS</u></p> <p>a. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Facility – Inpatient within five (5) miles; and, • one (1) Facility – ALOC within five (5) miles. <p>b. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Psychiatrist within three (3) miles; and, • one (1) Psychologist within three (3) miles; and, • one (1) Licensed Clinical Social Worker (with R designation in NYS) within three (3) miles. <p style="text-align: center;"><u>SUBURBAN AREAS</u></p> <p>c. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Facility – Inpatient within fifteen (15) miles; and, • one (1) Facility – ALOC within fifteen (15) miles. <p>d. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Psychiatrist within fifteen (15) miles; and, • one (1) Psychologist within fifteen (15) miles; and, • one (1) Licensed Clinical Social Worker (with R designation in NYS) within fifteen (15) miles. <p style="text-align: center;"><u>RURAL AREAS</u></p> <p>e. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Facility – Inpatient within forty (40) miles; and, • one (1) Facility – ALOC within forty (40) miles. <p>f. Seventy-five percent (75%) of Enrollees will have at least:</p> <ul style="list-style-type: none"> • one (1) Psychiatrist within forty (40) miles; and, • one (1) Psychologist within forty (40) miles; and, • one (1) Licensed Clinical Social Worker (with R designation in NYS) within forty (40) miles.
4.	Section III.B.4	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>understands and agrees to comply with all specific duties and responsibilities set forth in Section IV.B.3. of this RFP, entitled "Implementation," including Section IV.B.3.b.(2) requiring the Offeror to propose a financial guarantee supporting its commitment to satisfy all implementation requirements.</p>
5.	Section III.B.5	<p>As of the Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>will maintain and make available as required by the Department a complete and accurate set of records related to the Agreement resulting from this RFP as required by Appendices A and B and the draft Agreement set forth in Section VII of this RFP. This includes, but is not limited to, provider contracts, detailed claim records, and any and all other financial records as deemed necessary by the Department to perform its fiduciary responsibilities to the Empire Plan MSHA Program's participants and to ensure that public dollars are spent appropriately.</p>

Exhibit I.T - Offeror Attestations Form

6.	Section III.B.6	<p>At time of Proposal Due Date, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>has submitted as part of its Proposal, if so required by the RFP, or will submit all Transmittal letters, Statements, Formal Certifications and Exhibits as required in Section II of this RFP related to the Offeror's compliance with all rules, laws, regulations and executive orders.</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"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>will execute the duties and responsibilities set forth in Section IV of this RFP in strict conformance to the requirements described in that section of the RFP.</p>
8.	Section III.B.8	<p>At time of bid submission, Offeror represents and warrants that it:</p> <p><input checked="" type="checkbox"/> attests</p> <p><input type="checkbox"/> does not attest</p> <p>has current URAC-case management, JCAHO, ACHC, NCQA or CARF full accreditation.</p>

Exhibit I.T - Offeror Attestations Form

The **proprietary and confidential** table below lists our client organizations with the number of lives served to clearly demonstrate that we meet the minimum requirement of five million lives. This is in response to **Question 2** above.

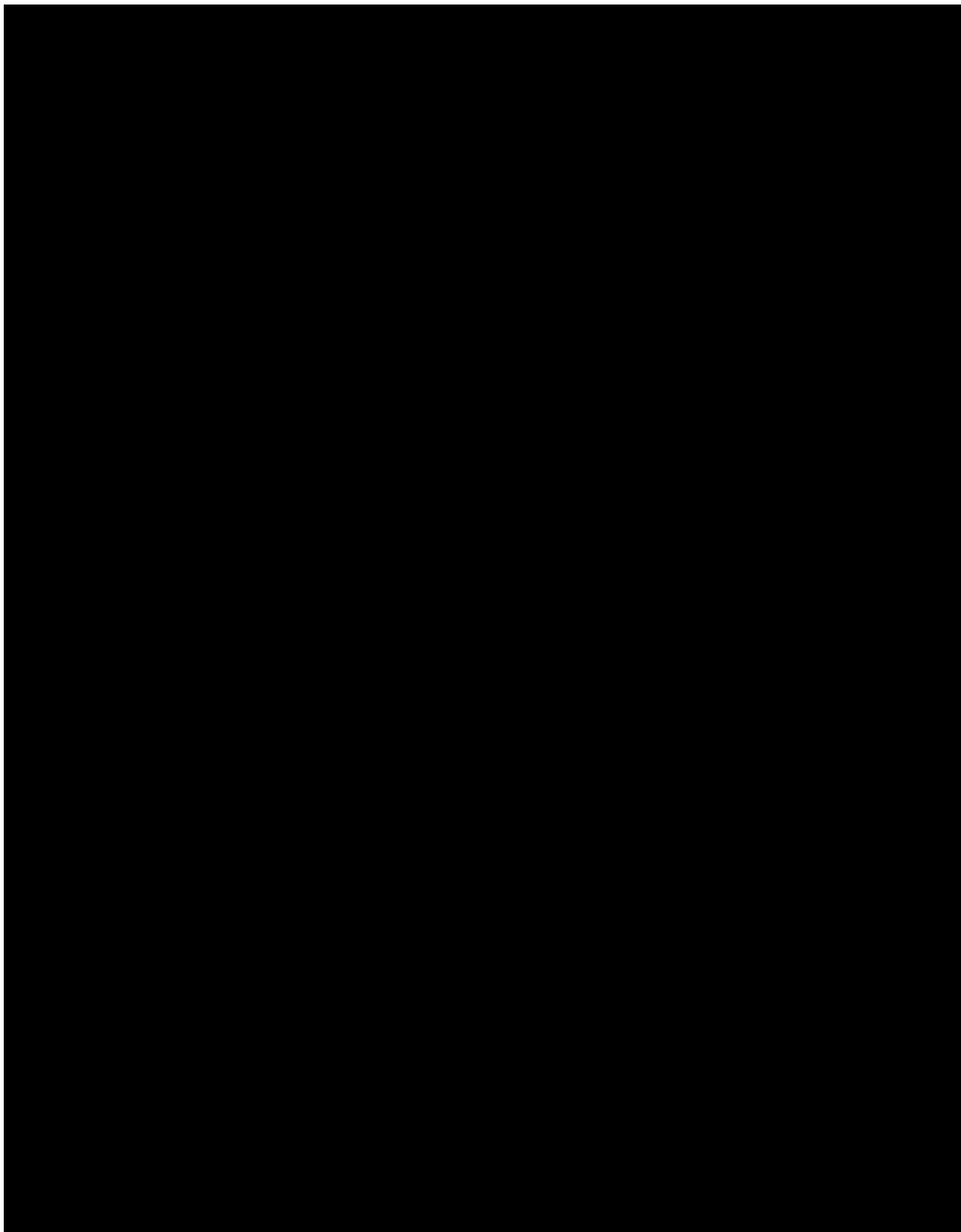


Exhibit I.T - Offeror Attestations Form

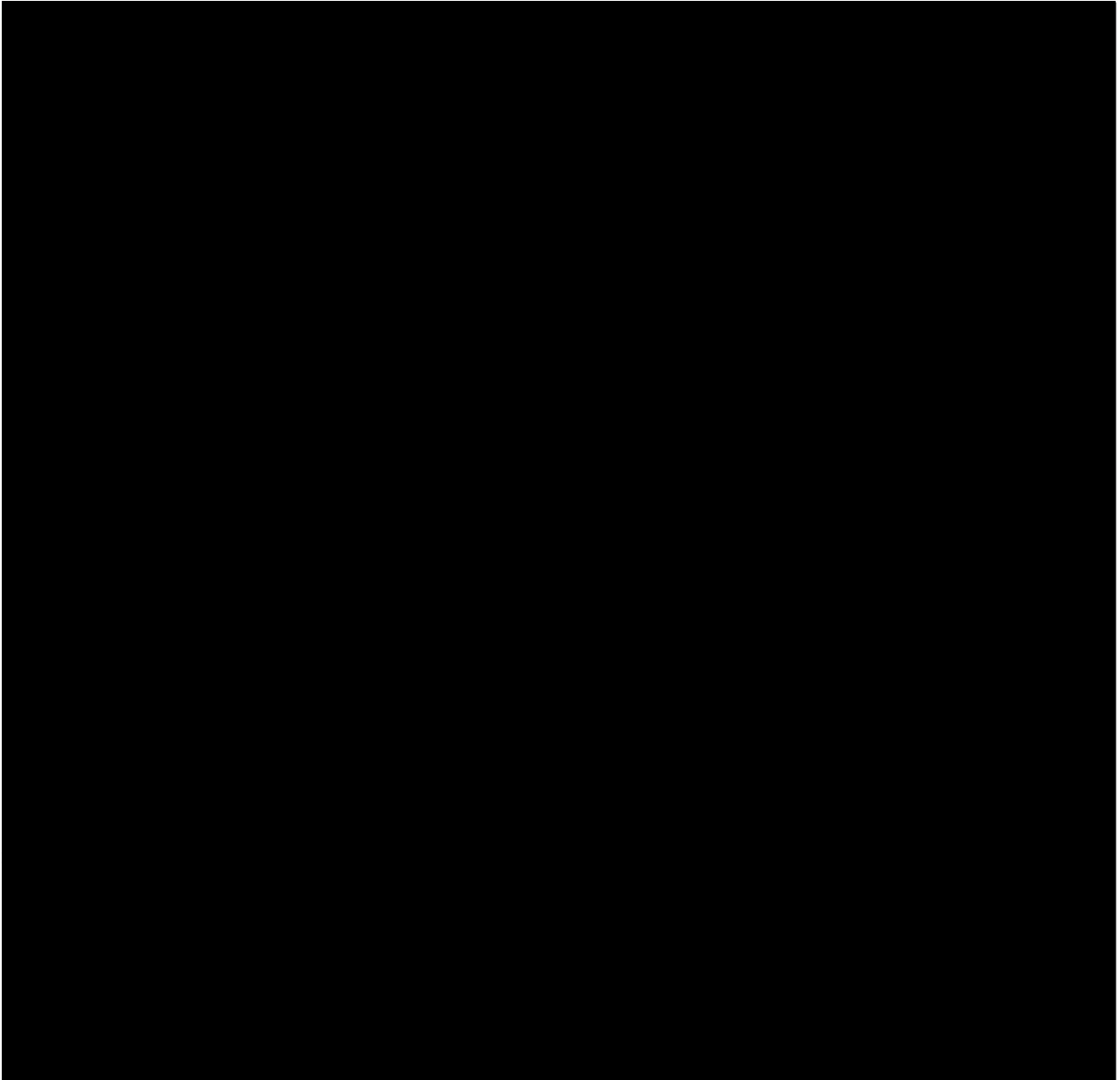


Exhibit I.T - Offeror Attestations Form

In addition to the above table, and in accordance with Section III.B.3 of the RFP, we provide Exhibit I.Y.2, Exhibit I.Y.3, and our GeoAccess Report within our Administrative Proposal response. We also attest that as of the proposal due date, we hold executed contracts and have completed credentialing of all Empire Plan MHSA Providers identified as "participating" in our proposed Empire Plan MHSA Provider Network File, Exhibit I.Y.2.

Exhibit I.T - Offeror Attestations Form

Date: 4-11-13

[Redacted Signature]

Signature

Scott Tabakin
Chief Financial Officer
ValueOptions

CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF Virginia }

CITY Norfolk }

: SS.:

On the 11th day of April in the year 2013, before me personally appeared:
Scott M. Tabakin, 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 Address], Town of [Redacted],
County of [Redacted], State of [Redacted]; and further that:

[Check One]

(☒ **If a corporation**): he is the Chief Financial Officer of
ValueOptions, Inc., 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 U

[Redacted Signature]

Exhibit I.U - Key Subcontractors

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

INSTRUCTION: Prepare this form for each Key Subcontractor	
Offeror's Name:	ValueOptions, Inc.
The Offeror: <input type="checkbox"/> is <input checked="" type="checkbox"/> is not proposing to utilize the services of a subcontractor(s) to provide Program Services	
Subcontractor's Legal Name:	
Business Address:	
Subcontractor's Legal Form:	<input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other _____
As of the date of the Offeror's Proposal, a subcontract <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 the Mental Health and Substance Abuse Program Services.	
In the space provided below, describe the Subcontractor's role(s) and responsibilities regarding Program Services to be provided by the subcontractor: N/A	
Relationship between Offeror and Subcontractor for Current Engagements: (Complete items 1 through 5 for each client engagement identified)	
1. Client:	
2. Client Reference Name and Phone #	
3. Program Title:	
4. Program Start Date:	
5. In the space provided below, Program Status:	
6. In the space provided below, describe the roles and responsibilities of the Offeror and subcontractor in regard to the program identified in 3, above:	

At this part of its Administrative Proposal, for the purpose of reference checks, the Offeror must provide four (4) references of current clients and one (1) reference of a former client, for a total of 5 references, for whom the Offeror has supplied services similar to those described in this RFP. The number of covered lives covered by the Offeror for each referenced client must be at least 100,000. For each client reference provided, the Offeror must complete and submit Exhibit I.V. "Program References." The Offeror shall be solely responsible for providing contact names, e-mail addresses and phone numbers of client references who are readily available to be contacted by the State.

ValueOptions provides the following four current clients as references:

[REDACTED]

[REDACTED] as a former client reference.

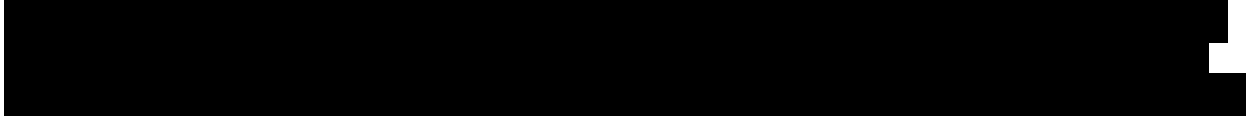
Directly behind this page, we provide a completed copy of Exhibit I.V. Program References for each of these references, directly followed by program descriptions of each.

Reference #: 1

Current or Former Customer?: Current

Abstract
Customer For Whom Services Were Performed: [REDACTED]
Number of covered Lives: [REDACTED]
Customer Address: [REDACTED] [REDACTED] [REDACTED]
Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)
Program Contact References: (Required And Will Be Verified) (Attach Additional References If Desired)
Contact Name: [REDACTED] Contact Title: [REDACTED]
Phone Number: [REDACTED] E-Mail Address: [REDACTED]
Contact Name: _____ Contact Title: _____
Phone Number: _____ E-Mail Address: _____

██████ Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)



Reference #: 2

Current or Former Customer?: Current

Abstract
Customer For Whom Services Were Performed: [REDACTED]
Number of covered Lives: [REDACTED]
Customer Address: [REDACTED]
[REDACTED]
Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)
Program Contact References: (Required And Will Be Verified) (Attach Additional References If Desired)
Contact Name: [REDACTED] Contact Title: [REDACTED]
Phone Number: [REDACTED] E-Mail Address: [REDACTED]
Contact Name: _____ Contact Title: _____
Phone Number: _____ E-Mail Address: _____


[REDACTED] Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)

[REDACTED]

Reference #: 3

Current or Former Customer?: Current

Abstract
Customer For Whom Services Were Performed: [REDACTED]
Number of covered Lives: [REDACTED]
Customer Address: [REDACTED]
[REDACTED]
Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)
Program Contact References: (Required And Will Be Verified) (Attach Additional References If Desired)
Contact Name: [REDACTED] Contact Title: [REDACTED]
[REDACTED]
Phone Number: [REDACTED] E-Mail Address: [REDACTED]
Contact Name: _____ Contact Title: _____
Phone Number: _____ E-Mail Address: _____

 Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)

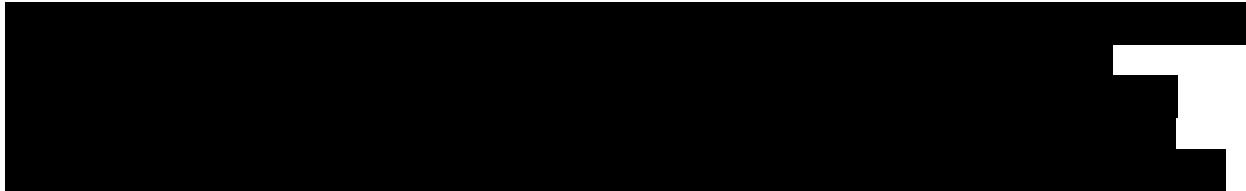


Reference #: 4

Current or Former Customer?: Current

Abstract
Customer For Whom Services Were Performed: [REDACTED]
Number of covered Lives: [REDACTED]
Customer Address: [REDACTED]
[REDACTED]
Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)
Program Contact References: (Required And Will Be Verified) (Attach Additional References If Desired)
Contact Name: [REDACTED] Contact Title: [REDACTED] Manager
Phone Number: [REDACTED] E-Mail Address: [REDACTED]
Contact Name: _____ Contact Title: _____
Phone Number: _____ E-Mail Address: _____

■ Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)



Reference #: 5

Current or Former Customer?: Former

Abstract
Customer For Whom Services Were Performed: [REDACTED]
Number of covered Lives: [REDACTED]
Customer Address: [REDACTED]
[REDACTED]
Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)
Program Contact References: (Required And Will Be Verified) (Attach Additional References If Desired)
Contact Name: [REDACTED] Contact Title: [REDACTED]
[REDACTED]
Phone Number: [REDACTED] E-Mail Address: [REDACTED]
Contact Name: _____ Contact Title: _____
Phone Number: _____ E-Mail Address: _____

[REDACTED] Program Description: (The Offeror should submit specific details concerning the program identified in satisfaction of the requirements in 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.)

[REDACTED]

[REDACTED]

Exhibit I.X – Extraneous Terms Template

Extraneous Terms Template (Instructions for Documentation and Submission)

Offerors shall identify all Extraneous Terms in the table provided on the following page, and shall adhere to all instructions below for preparing the table.

INSTRUCTIONS:

RFP Section and Sub-Section

Reference: The Offeror must insert the exact RFP Section, and Sub-Section number of the requirement(s) that the Offeror is proposing to modify. The Offeror must insert the nature of the proposed change and its impact on the Requirement.

RFP Requirement: The Offeror must insert a concise description of the requirement(s) that the Offeror is proposing to modify.

Proposed Extraneous Term Type:

The Offeror must insert a one-word description, of the type of modification to each of the requirement(s) that the Offeror is proposing to modify, selected from the following list:

- ☐ Additional;
- ☐ Supplemental;
- ☐ “Or Equal”; or
- ☐ Alternative

Proposed Extraneous Term:

The one-word description must be followed by proposed alternate wording of the requirement(s).

Impact on RFP Requirement:

The Offeror should describe the impact of the alternate wording. Then, the comments should explain how the modification(s) would benefit the State and provide best value. If there is a corresponding impact on the Administrative, Technical or Financial Proposal(s), that impact should be explained here with reference(s) to the parts of the volume(s) that are affected. However, **DO NOT INCLUDE ANY COST DATA IN THE ADMINISTRATIVE OR TECHNICAL PROPOSALS.**

The Offeror must use the table format described above and detailed on the following page to summarize its proposed Extraneous Terms, if any. The Offeror may refer to more voluminous narratives, tables, figures and appendices that more fully describe aspects of the Extraneous Terms, provided that the additional material is fully cross-referenced by this required table.

Exhibit I.X – Extraneous Terms Template

Extraneous Terms Template

EXTRANEIOUS TERM(S)			
No.	RFP Section and Sub-Section Reference	RFP Requirement	Proposed Extraneous Term Type
1.	N/A	N/A	<input type="checkbox"/> Additional; <input type="checkbox"/> Supplemental; <input type="checkbox"/> “Or Equal”; or <input type="checkbox"/> Alternative
<u>Proposed Extraneous Term(s):</u> N/A			
<u>Impact on RFP Requirement:</u> N/A			

Exhibit I.Y.2: Offeror's Proposed MHSA Network

This Exhibit is redacted.
