

**REQUEST FOR PROPOSAL
FOR RECORDKEEPING SERVICES**

FOR



City of Overland Park, Kansas Municipal Employees Pension Plan

8500 Santa Fe Drive
Overland Park, KS 66212-2899

October 2021

TABLE OF CONTENTS

I. GENERAL BACKGROUND AND PLAN INFORMATION.....2 | Page

II. SCOPE OF SERVICES.....3 | Page

III. PROPOSAL SUBMISSION PROCESS.....4 | Page

IV. PROPOSAL SCHEDULE.....5 | Page

V. RESPONSE SUBMISSION.....5 | Page

VI. QUESTIONNAIRE.....6 | Page

I. GENERAL BACKGROUND

The City of Overland Park, Kansas (the "City") is located in the Kansas City metropolitan area. It has a population of approximately 199,130 and is the second largest city in the State of Kansas and the largest city in Johnson County, Kansas. The City has twelve elected council members and an elected Mayor, which comprise the Governing Body. The Governing Body hires a professional City Manager as the chief administrative official. For additional information regarding the City, please see the City's website at www.opkansas.org.

PLAN INFORMATION

The City sponsors the Municipal Employees Pension Plan (the "Plan"), which is participant directed, money purchase pension plan, utilizing mutual funds from various fund families. As of June 30, 2021, total assets of the Plan were approximately \$82,063,377. There are 619 participants with balances. The Plan is administered by Milliman, Inc. on a daily basis.

The Plan is administered by a 4-member committee (the "Plan Administrator") that is vested with the responsibility for the general administration, management, and operation of the Plan and with the trust and investment powers conferred under the Plan Document. The investment of the assets of the Plan is overseen by a 6-member Investment Committee (the "IC") which was appointed by the Plan Administrator.

The Plan Administrator utilizes intellicents to provide investment consulting services to the Plan. In addition, intellicents provides all onsite education to plan participants. intellicents has been retained to conduct this RFP for the Plan Administrator.

The Plan Administrator utilizes City and outside legal counsel for the Plan Document.

All proposals submitted pursuant to this RFP will become part of the Plan Administrator's official procurement files. No obligation is made by retention of these proposals. The Plan Administrator is not required to award any contract as a result of this RFP.

The City is a Kansas municipality and as such is bound by the provisions of the Kansas Open Records Act ("KORA") K.S.A. 45-215 et seq. By providing a proposal, the respondent acknowledges that its proposal, once opened, is presumed to be an open record. If the respondent submits certain information that it believes to be subject to an exemption under the KORA, the particular exception from mandatory disclosure outlined in the Act must also be noted. The words "Confidential" and/or "Proprietary" are not sufficient.

REQUIRED CONTRACTUAL PROVISIONS: The contract/agreement with the plan must include the following language regarding Governing Law: This Agreement shall be construed according to the laws of the State of Kansas. In addition, if the agreement is for multiple years, the agreement will contain the following language related to the Kansas Cash Basis law: The City is obligated only to make payments under this Agreement as may be lawfully made from funds budgeted and appropriated for the purposes as set forth in this Agreement during the City's current budget year. In the event the City does not so budget and appropriate the funds, the parties acknowledge and agree that they shall be relieved from all obligations, without penalty, under this Agreement. Finally, Kansas Statute (K.S.A. 44-1030) and Overland Park Municipal Code require that any City agreement for services contain provisions by which the contracting party agrees:

- 1. Contractor shall observe the provisions of the Kansas act against discrimination and Overland Park Municipal Code Chapter 8.10, and shall not discriminate against any person in the performance of work under the present Agreement because of race, religion, color, sex, disability, national origin, ancestry, age, sexual orientation, gender identity, or gender expression;**

**REQUEST FOR PROPOSAL FOR RECORDKEEPING SERVICES
CITY OF OVERLAND PARK, KANSAS MUNICIPAL EMPLOYEES PENSION PLAN**

2. In all solicitations or advertisements for employees, Contractor shall include the phrase, “equal opportunity employer,” or a similar phrase to be approved by the Kansas Human Rights Commission (the “Commission”);
 3. If Contractor fails to comply with the manner in which Contractor reports to the Commission in accordance with the provisions of K.S.A. 44-1031 and amendments thereto, Contractor shall be deemed to have breached the present Agreement and it may be canceled, terminated or suspended, in whole or in part, by the City;
 4. If Contractor is found guilty of a violation of the Kansas Act Against Discrimination under a decision or order of the Commission which has become final, or to have violated Overland Park Municipal Code Chapter 8.10, Contractor shall be deemed to have breached the present Agreement and it may be canceled, terminated or suspended, in whole or in part, by the City; and
 5. Contractor shall include the provisions of subsections (A)(1) through (4) in every subcontract or purchase order so that such provisions will be binding upon such subcontractor or vendor. The provisions of this section shall not apply if:
 - a. Contractor employs fewer than four employees during the term of such contract; or
 - b. If Contractor contracts with the City cumulatively total \$5,000 or less during the fiscal year of the City.
- B. Contractor further agrees that Contractor shall abide by the Kansas Age Discrimination In Employment Act (K.S.A. 44-1111 et seq.) and the applicable provision in the Americans With Disabilities Act (42 U.S.C. 12101 et seq.) as well as all federal, state and local laws, ordinances and regulations applicable to this project and to furnish any certification required by any federal, state or local governmental agency in connection therewith.**

II. SCOPE OF SERVICES**The Plan Administrator's requirements for an independent recordkeeper include:**

- Ability to offer daily valuations with participant access to account information via the internet, call center, and mobile app.
- Ability to operate in an open architecture environment with no proprietary investment requirements (with the possible exception of Stable Value and Index Managers).
- Process all contributions into the Plan based upon the investment elections made by Plan participants.
- 24-7 website and/or phone access to account information and transaction processing.
- Facilitate all investment requests \ changes made by Plan participants via online, voice response system, and live operator with bilingual options.
- Produce and distribute participant quarterly statements via paper and/or electronically at the participant's discretion.
- Prepare and distribute all required notices to participants including, but not limited to: QDIA, Fee Disclosure, and Fund Change Notices. The plan is not subject to ERISA but makes every attempt to comply with ERISA and disclosure regulations.
- Assist with the completion of an independent plan audit by providing all necessary data and facilitating requests made by the auditor.
- Process all Plan disbursements (terminations, retirements, in-service withdrawals, etc.).
- Provide eligibility assistance and eligibility determination, if requested.
- Ensure compliance with all provisions outlined in the Plan Document.
- Assist with structural changes to the Plan through implementation, whether it be a fund addition, recordkeeping enhancement, etc.
- Assist the Plan Administrator in maintaining the Plan's compliance status; ensuring that the Plan remains in compliance with all applicable regulations that pertain to qualified municipal retirement plans.
- Provide support and/or research on matters pertaining to Plan design and compliance.
- Be available for generally four quarterly onsite visits a year with the Committee upon the Committee's request.
- Provide onsite education at the multiple locations. Generally, 5 days of onsite education have occurred per year.
- Price services in a fully transparent nature with 100% disclosure and offset of any compensation paid in any form by any investment manager.
- The ability to administer the custom target date fund solution including the auto-transition feature (glide path) of the 9 model portfolios.
- To otherwise carry out the Plan Administrator's obligations under the Plans.

III. PROPOSAL SUBMISSION PROCESS

The following describes the anticipated proposal process, including timing, expected proposal format/distribution, how to obtain additional information, and contact information.

All proposals and related reference information submitted in response to this RFP will become the property of the City and will not be returned. Each respondent submitting a proposal waives any right of confidentiality as to the proposal documents. If a respondent submitting a proposal considers certain material in the proposal proprietary information, it shall clearly designate those portions of the proposal it wishes to remain confidential. As a public entity, the City is subject to making records available for public disclosure, to include bids and proposals submitted in a competitive bid process. The City will attempt to maintain the confidentiality of material marked proprietary; however, it cannot guarantee that information will not be made public.

Submission of a proposal indicates acceptance by the respondent submitting the proposal of the terms, conditions and specifications contained in this RFP, to include the contract requirements set forth herein.

The City will not pay for any information herein requested, nor is it liable for any costs incurred by those submitting proposals. The Plan Administrator reserves the right to select the proposal that will best meet the needs of the IC. Proposals that do not meet the stated requirements will be considered in non-compliance and will be disqualified unless the Plan Administrator waives such non-compliance.

The Plan Administrator reserves the right to (1) accept or reject any and all proposals and to waive any technicalities or irregularities involving any proposal and to cancel the RFP process at any time prior to entering into a formal contract for investment consulting services, (2) not award a contract for any or all of the record-keeping services that are the subject of this RFP process, (3) negotiate contract terms acceptable to the IC, (4) disregard all nonconforming, non-responsive or conditional proposals, (5) reject the response of any respondent which does not submit a proposal to the IC's satisfaction and (6) in its sole discretion, enter into preliminary negotiations with more than one respondent.

The contents of this RFP and any clarifications distributed or issued by or on behalf of the Plan Administrator shall become part of the contractual obligation of the Consultant and incorporated by reference into the ensuing contracts as the Plan Administrator deems appropriate.

All questions concerning this RFP must be submitted by email to mandie.scott@intelligents.com no later than October 14, 2021. All responses to questions regarding this RFP will be posted on the City's internet site, www.opkansas.org/bids-and-proposals at least five (5) days (October 21, 2021) prior to the deadline for submission of proposals.

Proposals are due no later than 2:00 P.M. CT on October 28, 2021. Please submit in accordance with the information in V. Response Submission.

It is the sole responsibility of the respondent to see that its proposal and the appropriate documents are delivered on time. Any proposal received after the scheduled closing time for the receiving of proposals will not be considered.

The following evaluation criteria will be used by the Committee and intelligents in review of completed proposals. Proposals that do not meet these minimum criteria will be rejected and shall not undergo further evaluation:

- Scope of proposed services.
- Transparent and 100% disclosed cost of services and effectiveness of total services performed.
- Investment open architecture.
- Customized Model Risk-Based Portfolio administration, including an Auto-Transition (Glide Path) feature.
- Administration of Auto-Enrollment & Auto-Acceleration with Payroll system integration & feedback.

- Experience, expertise, and qualifications of the recordkeeping organization and its key personnel assigned to the Plan.
- Quality of any in-person interview with the Committee.
- Responses to reference checks.
- Quality of the participant experience, especially on-line user experience and tools

The Committee reserves the right to utilize other appropriate selection and evaluation criteria as deemed necessary.

IV. PROPOSAL SCHEDULE

- Distribution of Request for Proposal: October 5, 2021
- *Questions Due* October 14, 2021
- *Questions Responded/Posted* October 21, 2021
- RFP Submissions Due: October 28, 2021
- Formal Committee Finalist Determinations: November 11, 2021
- Finalist Presentations: December 2021/January 2022
- Potential Implementation Date: July 1, 2022

The Committee reserves the right to alter dates as deemed necessary.

V. RESPONSE SUBMISSION

Proposals are due no later than 2:00 P.M. CT on October 28, 2021.

One hard copy proposal delivered to:

City of Overland Park, Kansas
Attn: City Clerk
8500 Santa Fe Drive
Overland Park, Kansas 66212

With an electronic copy to:

Mandie Scott
intelligents
7101 College Blvd.
Suite 620
Overland Park, KS 66210
mandie.scott@intelligents.com
(913) 214-3696

VI. Questionnaire

Organization and History

1. Please provide the name(s), title(s), business address(es), e-mail address(es) and telephone number(s) of the individual(s) responsible for responding to this request.
2. Provide an overview of your company and history of your organization including an organizational chart of your retirement plan operations, if available. Please describe any parent/subsidiary/affiliate relationships.
3. Indicate the total value of assets in all plans for which you provide recordkeeping services.
4. What is the total number of participants in all plans for which you provide recordkeeping services?
5. How many defined contribution plans does your firm currently service in the following categories:

Defined Contribution Plans			
Number of	Number of Plans	Average Number of	Average Plan
Under 100			
100-499			
500-999			
1,000-4,999			
Over 5,000			
Total			

6. Please provide a breakdown of the number of clients you service by plan type as a percentage of your total business:

Code	Plans	% of Plans	Participants	% of Total Participants	Assets	% of Assets
401(k)						
401(a)						
403(b)						
457						
NQDC						
Other						
Total						

7. Please provide a breakdown of the number of clients (and percentage of your book of business) you service in the governmental space.

Client Service / Quality Assurance

1. Please describe the team of individuals who would interact directly with the Plan Administrator during the transition and after, on an ongoing basis. Indicate staff size, experience, turnover rates and location. Indicate whether there will be a single point of contact or if duties will be delegated more functionally based upon the services provided.
2. What are the caseloads of the relationship manager and day-to-day administrator who will be assigned to the plan?
3. Outside of the administrative team, what type of account support is provided (ERISA counsel, compliance personnel, etc.)?
4. What type of training is required for new employees before they work on client plans?
5. What are your client retention statistics for each of the last three years?
6. What is the average client relationship duration?
7. Describe your procedures for monitoring client service.
8. Describe your service/timing standards.
9. Do you guarantee service performance? If so, please describe.
10. What checks and balances do you have in place to assure plan administration integrity and accuracy including participant account data?
11. Describe any errors and omissions coverage and any other liability protection you hold and how it impacts the plan sponsor or participants.
12. What fiduciary responsibilities do you assume as the Plan's recordkeeper, custodian, trustee, administrator, etc.?
13. Describe any past or pending litigation, within the last 5 years, relating to the services you are proposing.

Recordkeeping / Administration

1. Do you provide daily valuation? Describe in detail how your system allocates earnings.
2. What methods of data transmission are available?
3. Describe the checks and balances in place to ensure transactional integrity.
4. The MEPP participants have access to customized model portfolios designed and managed by the Plan's investment advisor, *intelligents*. These model portfolios consist of different allocations of the underlying core funds within the Plan. They are not unitized.
 - Costs involved with the administration of Models as described above.
 - How Models are record-kept on your system (unitized, non-unitized).
 - How Models are presented to participants on the website and in participant statements.
 - The administrative process of changing the allocation or funds within the model.

- The ability to rebalance models globally on a periodic basis.
 - The ability to limit a participant to only one model choice.
 - The proposed mapping of models at conversion. MEPP has a high number of participants utilizing the model portfolios. It is imperative to the committee that participants invested in the “moderate” model today for example, are in the “moderate” model post conversion.
5. Are you able to calculate model performance information and provide through your website or enrollment materials to participants? Do you permit intellicents to provide its own proprietary educational material regarding the models, host that information on your website, and publish it in your enrollment books?

Regulatory Services

1. What guidance do you provide the plan sponsor regarding testing deadlines and information they are required to provide?
2. Describe the type of legal support included in your proposal, and any fees that apply.
3. What fiduciary responsibility does your organization assume?
4. Confirm you provide a signature ready 5500.
5. How do you keep Plan Sponsors informed and updated on any regulatory and legislative changes?
6. How do you ensure that your recordkeeping system is in compliance with all regulations?

Reporting

1. Describe the standard administrative reports available online via the Plan Sponsor website.
2. Describe the scope of customized and ad-hoc reporting available. Are custom reports available on-demand and available instantly, or are they generated later (i.e. within a 24 hours)?
3. Are all reports available to be printed or downloaded into a pdf file?
4. Describe the quarterly “Plan Review” report, which typically includes a custodial transaction summary, asset data, participation statistics, etc. Please provide samples.
5. Confirm whether your quarterly “Plan Review” report tracks model portfolio usage.
6. Is there any customization capabilities for participant level quarterly statements, specifically do you have the ability to add any additional communication items, such as fund change memos, or any other message a client, or the advisor, might want to add?
7. What is the standard timeframe for providing each report after the reporting period ends?

Internet Access

1. Describe the account services and transaction capabilities available through your participant website.
2. How are website transactions processed and documented?

3. Are there any transactions that cannot be processed through your website?
4. Describe how data is secured within the system (i.e., PIN, audit trail, confirmations).
5. Describe the level of customization available; for example, can the website be branded.
6. What is the cut off for same day trading?
7. What other financial planning services and tools are available via your website?
8. Does a participant have the option to download account information into financial planning software from the website? If so, what software?
9. What measures do you apply to keep plan and participant information safe?
10. Please provide login information for the participant and plan sponsor demo-sites.

Call Center

1. What are the standard hours of operation?
2. Please provide locations of the call centers.
3. Describe how you monitor call wait times, what solutions are in place to reduce or alleviate wait times, is there an "in queue" call back service? Does the client get updates on call waiting times?
4. Detail the typical wait time vs. the maximum wait time a participant might experience during a period of high call volume.
5. Do your call center representatives speak any foreign languages? If so, what languages?
6. Describe the training that call center representatives receive before they are allowed to handle incoming calls.
7. Do representatives carry any sort of securities license?
8. Do you monitor and/or record calls?
9. List the types of transactions in which the call center representatives will assist.
10. Do call center representatives provide education and/or advice to participants?
11. What information is available to call center representatives to allow them to effectively answer participant questions? What data resource system is used to access plan data, prior call notes, etc.?
12. Are voice biometrics used to prevent fraudulent activity?

Mobile App

1. Do you have a mobile app? If so, is it available for both Apple and Android phones?
2. Describe the capabilities of your mobile app (i.e. is it fully transactional, can a participant enroll via the app, etc.)

Communication and Education

1. Currently, intellicents provides all onsite education. However, website/mobile app demonstrations at initial rollout may be of interest. Is any onsite education included in your pricing? If so, please describe any parameters. If not, please provide the additional cost of onsite education.
2. Identify the key elements provided as part of a standard communication and education program package included in your proposal.
3. What information is provided to newly eligible participants to enroll in the plan? Do you direct mail these packages out?
4. What services do you provide to educate existing participants on an ongoing basis (including printed material, videos, education campaigns, post card mailings, post card quick enrollment pieces etc.)?
5. Identify non-standard elements to a communication and education program you may provide for an additional charge.
6. Can material be customized?
7. Describe the process you use to help plan sponsors measure the effectiveness of employee education efforts.
8. Describe your position on providing investment advice to participants. What fiduciary responsibility do you assume if advice is provided?
9. If advice is offered, is it in-house or via a third party? Describe your process, mode and scope of advice.
10. Do you have a web-based investment advice tool? Please describe and outline this services cost structure in the expenses section.
11. Please list all required participant notices that you distribute to participants. Please outline any associated costs for this service in the expense section.
12. Do you offer advisor managed accounts?

Transition

1. Explain your conversion process, including time frame, based on the options available. Note an in-kind transition is preferred.
2. Describe your process to ensure accurate conversion of all historical data.
3. Do you have any limitations as to the format/media of conversion records?
4. How are investments handled during the conversion process? To what extent are in-kind transfers available and typical for your conversion team?
5. Describe how the model portfolios can be transferred seamlessly onto your system on an in-kind basis. Describe any restrictions or limitations and detail the requirements and responsibilities that must be fulfilled by the current administrator to facilitate the in-kind transfer.

Systems Capabilities and Hardware

1. Describe the hardware platform and software system you use to record keep and administer defined contribution plans.
2. Was the software developed internally, leased, or bought from another provider? Who has the ultimate responsibility/authority to make sure the software remains current to laws, regulations, client needs, etc.?
3. Describe your documented disaster recovery plan. How often do you test your recovery system?
4. Describe your maintenance and backup procedures including daily backups, retention timetable and off-site backup storage approach. Where are your off-site backup facilities located?
5. Are internal controls of your recordkeeping system audited by an independent accounting firm on an annual or more frequent basis? If so, please provide a copy of the most recent report.
6. What system enhancements do you have planned over the next three years?
7. Do you provide SOC 2 audits?

Cyber Security

1. Describe your identity theft policy. / Identify the policies, processes and technologies that have been implemented to mitigate fraud. Is fraud detection technology used?
2. What security measures are in place to protect participant data when utilizing mobile applications or sites?
3. Describe your process for monitoring against the unauthorized access to participant data.

Investments

1. What proprietary funds, if any, do you require in the investment lineup?
2. Do you offer complete investment open architecture? Do you have a number available of your total pool of funds available in your custody?
3. Please outline your ability to record keep the current investment menu specifically in regard to the Vantagepoint PLUS Stable Value Fund.
4. How is revenue sharing disclosed and credited back to plan participants? Is this done on an actual fund-by-fund per participant holding basis or on a pro-rata basis based upon account balance?

Miscellaneous

1. Confirm that your contract/agreement with the Plan can include the required contractual provisions referenced in the General Background and Plan Information Section above.

Expenses

1. Please provide a detailed outline of all fees associated with your firm handling the plan. Please be specific as to what services are provided as standard services vs. any and all services provided or offered for an additional fee. Be specific as possible in such breakdown.
2. Will you consider fixed pricing vs. asset based pricing or a combination of the two? If so, please provide alternative pricing scenarios \ proposals for consideration.
3. For how long will you guarantee specific expenses?
4. What are the factors you consider in determining future increases and when they are to occur?
5. Describe what plan consulting services are included and related hourly charges and out-of-pocket expenses.
6. How are expenses adjusted if a sizable number of participants are added or removed from the plan?
7. Is there an additional fee to record-keep the model portfolios?
8. Please identify any fees associated with distribution of required participant notices including but not limited to QDIA, Fee Disclosure and Fund Change Notices.
9. Please outline any added expenses related to ongoing participant education including onsite communication, target communications, etc.
10. If you have an investment advisory tool (managed account option), outline those charges to the participant.