DEPARTMENT OF EMPLOYEE SERVICES

MEMORANDUM

TO: Greg Pease, Chairperson
Professional Services Evaluation Committee

FROM: Bob Parr, Chief, Compensation and Benefits
Mary DiPerna, Manager, Compensation and Benefits

SUBJECT: Proprietary Award – Great West

DATE: July 7, 2017

P-66-17 PP#1

We would like to request a proprietary award approval for the deferred compensation provider Great West. We are currently working on evaluating RFP bids and expect to be completed by the end of the year. Our current provider has offered to continue the coverage for an additional six months. I have attached a copy of their proposal for your review.

The contract shall be for a six month period effective October 1, 2017 through March 31, 2018.

Attachment: Great West renewal

Office of Employee Benefits 117 W Duval St., Suite 150 | Jacksonville, FL 32202
Phone: 904 630 1314 | Fax: 904 630 1294 | www.coj.net

EMPOWER
RETIREMENT

July 7, 2017

Dear Mrs. DiPerna:

RE: Great-West Life & Annuity contract extension

In reference to the current contract with the City of Jacksonville for Recordkeeping and Communication Services ending 9/30/2017, Empower agrees to extend the contract period for an additional six (6) month period from October 1, 2017 through March 31, 2018.

Best regards,

Nancy Roth

Nancy Roth

Client Relationship Director

8515 E. Orchard Road
Greenwood Village, CO 80111
904.652.3595
empower-retirement.com

Insurance products offered by Great-West Life & Annuity Insurance Company, Corporate Office: Greenwood Village, CO; or in New York, by Great-West Life & Annuity Insurance Company of New York, Home Office: New York, NY.

SOLE SOURCE/PROPRIETARY REQUEST

Pursuant to the City of Jacksonville Procurement Code § 126.206 & § 126.312, when requesting a purchase from a vendor subject to the referenced sections, please complete this form to justify your request and submit to Procurement with applicable attachments.

REQUESTING AGENCY (DEPT./DIVISION): Employee Services/Comp and Benefits

PROPRIETARY ☒

SOLE SOURCE ☐

FUNDING SOURCE: The plan is self-sustaining and requires no separate City funding

BRIEF DESCRIPTION OF GOODS/SERVICES:
Great-West is the providers of the City's deferred compensation and defined contribution plans.

AMOUNT OF PROJECT (attach quote): _____

PROVIDE A SUMMARY OF THE SCOPE OF GOODS/SERVICES TO BE PROVIDED; IDENTIFY EACH ITEM, COMPONENT OR SERVICE BEING PROCURED (ATTACH QUOTE/PROPOSAL):
Great West/Empower provides a full-service program for the City which includes record-keeping, investment services, reporting, education for City employees and managed investment services. Additionally, they provide 3 on-site representatives to work directly with City Employees to help them manage their retirement savings and investments.

PROVIDE A DETAILED JUSTIFICATION AS TO WHY THE REQUESTED GOODS/SERVICES CAN ONLY BE EFFICIENTLY AND EFFECTIVELY PROCURED THROUGH THE RECOMMENDED PROPRIETARY/SOLE SOURCE PROVIDER:
The RFP is still in the process of being scored and awarded which will not be completed by the end of the contract period which is 09/30/2017. This will allow an additional 6 months to allow the process to be completed.

ASSERT THAT YOU HAVE RESEARCHED THE AVAILABILITY OF THE REQUESTED GOODS/SERVICES FROM OTHER SOURCES IN APPLICABLE MARKETS AND HAVE DISCUSSED AND EVALUATED THE SAME WITH COJ'S PROCUREMENT AND EBO DIVISIONS:
The City does not have time to complete the scoring, complete contract negotiations, award the contract and complete the implementation, if a new provider is selected, by the contract expiration date of 09/30/2017.

Submitted by: Mary DiPena — EB Manager
(Name) **(Title)**

Date: 07/11/2017

Requesting Agency's Director's Signature: _____

10258

170014

OFFICE OF GENERAL COUNSEL
117 W. DUVAL ST., SUITE 480
JACKSONVILLE, FLORIDA 32202
PHONE: (904) 630-1700

REF. NO. ~~17014~~

AMENDMENT NO.

MEMORANDUM

DATE: October 17, 2016

TO: Accounting Division

FROM: Ivy L Dwyer-Frazee

RE: **GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY PROPRIETARY AGREEMENT FOR RECORDKEEPING & COMMUNICATION SERVICES**

Attached ARE TWO (2) originals of the above referenced contract(s). Please certify that funds have been appropriated to cover the foregoing contract(s) and return to this office.

Thank you.

ACCOUNT NO: _____

No encumbrance necessary.

10/19/16

Contact Person: Mary DiPerna, 1150.16-0
Employee Services

P-56-16
Cc: Alex Baker

PROCUREMENT DIVISION

Jacksonville
Where Florida Begins.

August 25, 2016

The Honorable Lenny Curry, Mayor
City of Jacksonville
4th Floor, St. James Building
Jacksonville, FL 32202

Dear Mayor Curry:

Ref: P-56-16 PP#2 Deferred Compensation, OBRA, Defined Contribution, Recordkeeping & Communication Services
Department of Employee Services

The Professional Services Evaluation Committee met today in Board Room 851 on the eighth floor of the Ed Ball Building, for the purpose of reviewing a proprietary award for the above-captioned project.

The following motion and/or recommendation was **adopted:**

That the City of Jacksonville enter into a Proprietary agreement with Great West for Deferred Compensation Recordkeeping and Communication Services, to: (i) provide a period of service from October 1, 2016 to September 30, 2017, with no renewal options; and (ii) change the sentence in paragraph 1, page 2 of the attached Great West Deferred Comp Agreement from "The Agreement will renew October 1, 2016, for a term of one year to September 30, 2017" to "The Agreement will commence October 1, 2016, for a term of one year to September 30, 2017.". All other terms and conditions shall remain the same. Nothing contained herein shall be amended, modified, or otherwise revised, without prior approval from the PSEC and the Mayor.

If the foregoing meets your approval, please affix your signature and return to my office.

Respectfully submitted,

Gregory Pease, Chief
Procurement Division
Chairman, Professional Services
Evaluation Committee

APPROVED:

Lenny Curry, Mayor

This 29th day of August, 2016

GP

cc: Council Auditor
Julia Davis, OGC
Philip Boston, GAD
Subcommittee Members

Sam E. Mousa
Chief Administrative Officer
For: Mayor Lenny Curry
Under Authority of:
Executive Order No. 2015-05

WHEREAS, Great-West and Plan Sponsor agree that it is beneficial to amend the Agreement as described below;

NOW, THEREFORE, in consideration of the covenants and conditions herein contained, and other good and valuable consideration as herein provided, the parties amend the Agreement pursuant to Section XI. as follows:

1. Effective September 30, 2016, Section VII., "Agreement Term and Termination," of the Agreement is deleted and replaced in its entirety with the following new provision:

   ""The Agreement will renew October 1, 2016, for a term of one year to September 30, 2017. Thereafter, the Agreement may be renewed for an additional one-year period in Plan Sponsor's discretion. Renewals are subject to available employee funding and providing that all conditions of the Agreement have been met. Plan Sponsor may at any time during the term of the Agreement terminate, with or without cause, this Agreement, without penalty, by giving 120 days' written notice to Great-West. Great-West may terminate the Agreement on any anniversary date of the Agreement by giving the Plan Sponsor a minimum of 270 days' written notice prior to a given anniversary date. Upon termination by either party, Participant balances and investments in the Plans may be transferred to a new service provider for the Plans as directed by Participants or Plan Sponsor (or transferred to an individual Participant's IRA where allowed by law and directed by a Participant), without any surrender charges or other fees or charges to the Participants or Plan Sponsor."

2. In all other respects, the Agreement, as amended, will remain in full force and effect.

3. This Amendment No. 5 will take effect on October 1, 2016, or such later date as it has been executed by both Plan Sponsor and Great-West (the "Effective Date").

IN WITNESS WHEREOF, the parties by signing this Amendment No. 5 in duplicate, certify that they have read and understood it, that they agree to be bound by its terms and that they have the authority to sign it. This Amendment No. 5 is not binding on either party until signed by both parties.

[Signature Page to follow]

For: Great-West Life & Annuity Insurance Company

Signature: _____

Name: Brent Neese
Title: Senior Vice President, Government Markets
Date: 8.19.2016

For: City of Jacksonville

Signature: _____

Name: _____
Title: _____
Date: _____

WITNESS:

Signature: _____
Name: _____
Date: _____

ATTEST:

Signature: _____

Name: _____
Title: _____
Date: _____

FORM APPROVED:

Signature: _____
Office of General Counsel
Date: _____