

A photograph of the Arkansas State Capitol building at night, illuminated with warm lights. The building features a large, green, domed roof and classical columns. The sky is a deep blue with some light clouds. A large blue diagonal shape covers the bottom left portion of the image, serving as a background for the text.

Copy

State of Arkansas Bureau of Legislative Research

Employee Health Benefits Consulting Services

April 12, 2021

RFP No. BLR-210001

Aon
Empower Results®

April 12, 2021

Jillian Thayer
Director of the BLR's Legal Counsel
Bureau of Legislative Research
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State Capitol Building,
Room 315
Little Rock, Arkansas 72201

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Dear Jillian,

Thank you for allowing Aon the opportunity to participate in State of Arkansas, Bureau of Legislative Research (BLR)'s search for an Employee Health Benefits Consulting Services. Healthcare benefits delivery and cost management have never been more challenging for employers. These complexities require significant resources to successfully manage your health and welfare benefits plan. Aon offers unmatched scale, deep subject matter expertise, leverage with insurance markets, and the latest innovative approaches to address BLR's most critical health and benefits challenges.

Industry Expertise

Through our industry verticals, including Public Sector (which span across health, risk, and retirement), Aon can blend industry-specific expertise with a spectrum of data elements and information to develop your benefit programs. This unique, integrated structure allows us to provide custom programs and services to BLR—offering a comprehensive point of view delivered by one firm.

Aon United

Our Aon United operating model brings together our portfolio of core capabilities (risk, retirement, health, and data & analytics) into one industry-leading organization. Together as one firm, we can more effectively make decisions about where to invest and generate the best overall value to our clients. We have a single operating committee with no structural barriers and a renewed ability to serve your risk and people needs from a truly collaborative perspective.

The Aon United approach allows us to bring the best of Aon to our clients—most importantly, it means there are no internal barriers at Aon. This empowers our advisors to provide a holistic view of BLR's risks and create innovative, forward-thinking solutions.

Our consultants and team of subject matter experts will help you develop a benefits strategy consistent with your goals and organizational culture and execute a plan that exceeds your expectations. We bring unique insight from our extensive client base in the Public Sector, backed by deep data analytics with a proven record of cost savings for our clients. You will benefit from our best practice recommendations derived from the thousands of clients we serve every day.

Diverse Supplier Program

We greatly appreciate the opportunity to compete and earn a relationship with BLR. We are aligned with BLR on valuing the vital role of supporting diverse and small businesses whenever demonstrable engagement exists. At Aon, we believe supplier diversity plays an integral role in supporting the needs of our stakeholders to create long-term value and industry-leading risk, retirement, and health solutions for our colleagues, clients, and communities.

If Aon is selected as BLR's strategic partner on this opportunity, we would be happy to have a discussion with BLR about our diverse supplier program processes and the scope of services, and jointly determine the appropriate support Aon can drive to help BLR demonstrate its commitment within the marketplace in which it operates.

Our proposal reflects our understanding of your expressed needs in the request. We look forward to improving our knowledge of your organization, your culture, and your specific objectives throughout this process to illustrate how Aon can provide the greatest value, best talent, and superior results to BLR.

Please let us know if we can assist in any way as you work through the selection process.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rebecca Parr', is positioned above the printed name.

Rebecca Parr
Local Practice Leader
Little Rock Health Solutions

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Executive Summary (Section 5.4)

A Vendor must provide a summary overview and an implementation plan for the entire project being proposed. The intent of this requirement is to provide the Subcommittee with a concise but functional summary of the discussion of each phase of the Vendor's plan in the order of progression. While the Subcommittee expects a Vendor to provide full details in each of the sections in other areas of the RFP relating to its plan, the Executive Summary will provide a "map" for the Subcommittee to use while reviewing the Proposal.

Each area summarized must be listed in chronological order, beginning with the date of Contract execution, to provide a clear indication of the flow and duration of the project. A Vendor may use graphics, charts, pre-printed reports, or other enhancements as a part of this section to support the chronology or add to the presentation. Any such materials must be included in the original and each copy of the Proposal.

Aon is pleased to present BLR with our proposal to provide employee benefits consulting and brokerage services. With more than 70 years of experience in health and benefits consulting, Aon delivers the unmatched resources of a global organization with the responsive service approach of a local firm (with consultants on the ground in more than 80 locations nationally). Our operating model, the Aon Client Promise®, ensures the delivery of the best resources to our clients regardless of geography, anchored by your core team located in Arkansas.

Our experienced professionals are keenly aware of the unique challenges and solutions in the Public Sector industry and possess the expertise to assist BLR in the strategic consultation regarding the design and effectiveness of your current and future employee benefits offerings.

Why Aon

Our Health Solutions Consulting practice serves more than 5,000 clients in the United States and more than 10,000 clients globally, including 40% of the Fortune 500. Our success is predicated on our ability to leverage the thought leadership, strategic advice, and ingenuity to bring creativity, expertise, and significant market presence to our clients. Aon brings to the table the optimal combination of project management, analytical skills, innovative consulting, and measurement tools to support providing BLR with an effective and actionable multi-year strategic plan. The following are some key points that underscore Aon's unique ability to deliver on this project for the BLR:

- **Industry Expertise:** Aon believes it is beneficial to design a benefits program that supports and fortifies an organization's overall strategy within the context of their industry, based on two key reasons. First, industries have specific resources, needs, and environments that uniquely impact the industry as a whole. Second, employees within these industries often have distinctive characteristics, requiring varied approaches to benefit program development. And we understand that these realities affect how you manage your benefits. Therefore, Aon established several industry councils to equip Aon colleagues with industry knowledge, including a Public Sector vertical, to better serve our clients.
 - We have extensive experience with public entities, both locally and nationally, and understand your unique challenges. Based on our public sector experience, in-depth expertise, and extensive understanding of public sector plans and challenges, public entities like BLR have selected Aon and have consistently scored us a "10/10" on our annual client satisfaction survey.
 - Many of the colleagues selected to serve BLR have experience working with other local governments of a similar size and with challenges similar to yours.
 - We have numerous clients in the public sector, including unionized organizations that are supported by our practice. Over many decades of serving the public sector, Aon has acquired in-depth knowledge about the needs specific to your industry and how to best meet those needs.
 - Aon understands the public sector and has a long-standing commitment to public sector consulting. Our public sector practice works with our consulting teams to develop solutions for public sector organizations as they face challenges affecting health and welfare benefits. This commitment and expertise extends beyond health and welfare benefits and includes our risk and retirement practices.

- In today's economy, many of our public sector clients face unprecedented challenges in providing high-quality, affordable benefits while facing tight budget constraints. Aon is helping many public sector clients navigate these difficult times through innovative human capital and risk management strategies—strategies targeted to leverage available revenue, provide competitive total rewards to employees, and advance the government's mission of providing quality services to taxpayers. We are confident we can partner with and help BLR achieve its objectives.
- **Powerful Tools and Data to Drive Decisions:** Aon believes that data should drive decisions, and you can't manage what you can't measure. As a result, we invest millions of dollars annually to build and maintain the most extensive healthcare and general benefits databases, knowledge databases, and the technologies and tools to make the most of this data. Factoring in our actuarial expertise, a number of our proprietary actuarial tools and models are considered the leading tools in the industry.

Value to BLR: Aon's tools and methodologies combine to provide sound and dependable data that will help BLR make appropriate decisions regarding your goals—such as reducing healthcare costs while improving productivity and minimizing risk—and achieve them efficiently and effectively.

- **Spirit of Innovation:** We believe that innovation is imperative—and we invest in a manner that supports this belief. Aon has a continually growing, extensive group of solutions that we can use on BLR's behalf; in fact, we have *legacies* of innovations we have been building for decades, including *reinventing benefits choice delivery ahead of the market* (flexible benefits, consumer choice models, exchanges, etc.) and being *first-to-market health data analytics* (including our Health Value Initiative (HVI)[™] tool and Integrated Analytics Intelligence (IAI).

Value to BLR: Aon's innovative culture allows us to provide BLR with market-leading solutions. Your Aon team will keep you apprised of solutions that we can use on BLR's behalf; and as we do so, please know that we will access solutions that suit your needs and goals.

Our Approach

Aon has more than 270 health care actuarial consultants and actuarial students and 70 financial managers who provide consulting services to many of our nation's state and local government entities and Fortune 500 companies. In addition to having a broad understanding of the dynamics within the health care industry, our health care actuaries are responsible for modeling: employee contributions, health plan pricing, the impact of plan design changes, and other actuarial calculations. This combination of health knowledge and actuarial mechanics makes the actuaries and consultants assigned to the BLR team valuable resources in developing a multi-year healthcare strategy for the BLR as defined in our proposal and outlined below:

- **Discover:** We will collaborate to explore current state and gathering information on peers, leadership perspectives, and business goals. Strategic priorities are determined, and a plan for how to achieve them begins to form
 - Data Collection and stakeholder introductions – Aon understands public sector
- **Develop:** We will jointly author a plan to define how we will work together.
 - Regular meetings with the subcommittee and legislature
 - Benchmarking, Data Analytics and Actuarial Modeling
 - ✓ Aon invests more than \$10 million annually to build and maintain the most extensive health care and general benefits databases. During the Discover phase of our strategic planning process, we use our extensive industry-leading surveys and benchmarking tools to develop a competitive multi-year strategy and plan design.
 - ✓ We begin by analyzing the competitiveness of the BLR's current plans and identifying areas for improved cost and purchasing efficiencies. This information will provide a quantitative basis for your decision-making process as we evaluate potential changes to the current program.
- **Deliver:** We work together to bring the analyses to BLR and measure effectiveness
 - Non-member Analysis – Affordability, plan design, and migration analysis

- ✓ The Actuarial Value (AV) Model tool allows us to develop consistent relative value factors associated with unique plan designs. Using this proprietary tool, we can establish a baseline of current plan value and quantify the plan cost impact of potential design changes over time. Plan relative values are fundamental to projecting future plan costs and are incorporated into our pricing model when developing gross cost forecasts for plan year budgeting.
- ✓ This relative value model is built on a base of \$50 billion of self-insured claims data across 12 million members. Claims are organized by service category into various continuation tables to support the valuation of plan design changes.
- ✓ Aon Architect is a new and industry-leading, innovative, and efficient solution for plan design and contribution modeling. It enables quick identification of the most cost-effective and attractive combinations across 500,000 different program combinations. Plan recommendations are based on your actual population demographics and our proprietary employee perception index, allowing you to accurately balance cost impact with employee appreciation. Analysis and recommendations can be easily customized in seconds, without any back-office involvement. What used to take days and weeks can now be accomplished in a single meeting with Aon Architect.
- Provider Network Analysis – Discount, disruption and Medicare rate comparison
 - ✓ Aon has established an exclusive partnership with two leading health data companies to offer clients comprehensive and objective data on the price and quality variation of medical procedures across their local health care providers. The combined result is the first of its kind independently sourced provider benchmarking capability informing our clients of strategies with an unprecedented level of insight into local health system dynamics.
- AR Cost & Quality Analysis – Center of Excellence, Value Based Providers, and Demographics
 - ✓ Aon's dedicated Time Away and Life Solutions practice is a consulting leader due to the depth and breadth of our subject matter experts and the solutions we bring to clients. With our comprehensive approach to leaves of absence, we can provide the BLR with expertise spanning the entire leave of absence spectrum: risk analysis, program design and planning, cost analysis, and vendor-supported solutions. Whether you have identified a segment or two of your program to evaluate or wish to revamp your entire program holistically, our approach and diverse expertise will be beneficial.
- **Review:** We will seek your input on how we are doing both through informal feedback sessions
 - Final Report presented to the Legislative Council: October 15, 2021

Partnering With Aon

Our promise is simple: We will deliver the services you need—efficiently, on time, and cost-effectively—operating as an extension of your staff through an interactive process. This process gets results: the December 2016 National Business Group on Health study revealed that Aon 2016 client trends are 100 bps to 190 bps better than our competition. This reflects the strength of our design strategies and our data-driven approach to vendor rate/fee negotiations.

Our solutions in this proposal are specifically tailored to the current and future needs of BLR, and we are prepared to partner with you to help enhance employee benefits while reducing annual spend.

We look forward to discussing our proposal with BLR and your benefits team to answer any additional questions you may have, demonstrate our approach to serving our clients, and further illuminate how we can partner to manage your employee benefits program.

Section 1. General Information

If not outlined below, Aon acknowledges and agrees with the requirements set forth in this section. Our standard consulting agreement is included in the Appendix.

Section 1.8 Payment and Invoice Provisions

Aon requests that any payment terms include an interest rate of 9% per annum applied to late payments. In addition, if a client requires Aon to pay outside suppliers on a client's behalf, a 10% administrative charge would be added. Finally, Aon requires its clients to pay a miscellaneous expense amount, currently 7% of charges, to cover miscellaneous client-related expenses such as long-distance telephone charges, copying charges, postage and the like.

Section 1.19 Delegation and/or Assignment

Aon requests the right to subcontract or assign tasks under an agreement to an Aon affiliate and/or subsidiary in common control with Aon.

Section 1.21 Indemnification and Limits of Liability

Aon will to the extent practical and reasonably necessary, perform corrective services to the extent that it makes an error in the performance of services. Aon is willing to accept liability for its errors up to an agreed upon annual cap. For other breaches of the Agreement (such as intellectual property infringement, criminal misconduct, willful misconduct, etc.), Aon is willing to accept total liability. Aon is willing to accept only direct liability in connection with the Agreement, and therefore, to the extent permitted by law, Aon expects to be indemnified by our clients from and against all third-party claims (including, most significantly, claims by a client's plan participants) relating to Aon's services. To the extent that any third-party claims causes losses, damages, etc. to our clients, Aon will be liable for such losses, damages, etc. subject to the limitations described above. Aon expects a mutual exclusion for any consequential and indirect damages.

Section 1.25 Proprietary Information and Confidentiality

Subject to applicable FOIA obligations, Aon recognizes and is highly sensitive to the confidential nature of the information it is provided regarding its clients and their participants. Accordingly, Aon imposes stringent confidentiality obligations on its personnel. Aon employs numerous procedures and safeguards to ensure that such information remains confidential, and we are happy to discuss the safeguards Aon places on our client's information. Given the value to Aon of its proprietary information, we would expect the inclusion of mutual confidentiality provisions. Aon requires some flexibility with regard to the use of client's information in a de-identified and aggregate format and would need to keep a copy of all information for archival purposes.

Section 1.27 Warranties

Aon stands behind its work and the resulting deliverables. Aon is occasionally subject to lawsuits and claims arising in the normal conduct of its business. None of such prior lawsuits or claims has had, and management does not expect the outcome of any pending matter to have, a material adverse effect on the business, financial condition or results of operations of the company.

Section 1.28 Contract Termination

Aon requests that this provision be mutual. In addition, in the event of a termination for cause, Aon would like to propose a mutually agreeable time period for both parties to cure any defaults.

Section 1.32 Ownership of Data and Materials

In order to continue its provision of consulting services to our clients, current and prospective, Aon must retain sufficient ownership rights in its proprietary information and know-how. Aon builds upon its proprietary information and know-how, which in turn distinguishes Aon from its competitors and enables us to better serve our clients. Consequently, Aon retains ownership of its underlying technology (whether pre-existing or newly developed), while our clients are granted a license to use such materials as they are embedded in any deliverables. Our clients will continue to own all information that they provide to Aon to perform the services, and any final deliverable, subject to the licensing rights of embedded Aon proprietary information.

Section 2. Overview

2.0 Employee Health Benefits study overview

Aon acknowledges and agrees with the requirements set forth in this section.

2.1 Objectives

Aon acknowledges and agrees with the requirements set forth in this section.

Section 3. Health Benefit Consulting Services

3.0 Scope of Work / Specifications

Aon acknowledges and agrees with the requirements set forth in this section.

3.1 Consulting Capabilities

It should be expected that the Subcommittee may require other details, reports, guidance, and information as part of the final work product under this RFP. It is not possible to capture all variables and discussion points that may be required by the members of the Subcommittee or the legislative body at large so the prospective Vendor should take this opportunity to provide any comparative experience to the Plans or the scope of work envisioned herein to fully and completely communicate their ability to succeed.

In this Section 3.1, Vendor should detail all capabilities, ideas, guidance, and other information to fully demonstrate the capabilities of the prospective Vendor.

Aon Health Solutions Consulting Services and Capabilities

As a full-service benefits consulting firm, Aon can help the BLR with any health and benefits consulting need you have. Examples of key services our health and benefits consultants can partner with you or guide you on include.

- **Strategy and Design Consulting**—Using benchmarking data to help drive decisions, while keeping Healthcare Reform and health improvement in focus, we can help you develop a health and welfare strategy and evaluate benefit coverage options for employees and retirees. Working with your specific criteria such as location and demographics, our consultants help meet your unique requirements and develop benefit design and pricing strategies.
- **Benchmarking**—Our extensive tools and databases are leveraged to benchmark current cost, plan design, employee cost sharing, and overall benefits program competitiveness. With online access to these powerful resources, our consultants can determine how your existing benefits compare with industry and market competitors. Understanding how these elements compare to other companies is critical to determining what changes may be appropriate—when aligned with your strategy—to maintain a competitive and cost-effective health plan.
- **Cost Projections**—Being able to see the impact of various approaches allows you to develop your preferred approach more quickly. To achieve this, we will model a number of plan alternatives to forecast the impact of individual initiatives, as well as the impact of various combinations of initiatives.
- **Actuarial Services**—We have more than 270 health and welfare actuaries located across the nation, a majority with underwriting experience. Actuarial services include modeling, reserve development, employee contributions, health plan pricing, and the impact of plan design changes; and performing a variety of other actuarial calculations (analyzing trends, utilization rates, funding of large claims and stop losses, and the ACAS) to ensure your health benefit plans are financially sound.
- **Renewals, Plan Selection, and Broker Services**— Our goal is for our clients to have no “surprises” with regard to prospective renewal actions. Aon provides:
 - Comprehensive renewal analysis including periodic forecasts of potential rate actions based on your specific experience and national cost trends.
 - Independent renewal calculations and analysis to compare with the insurance vendor renewal using our financial expertise and extensive database of cost trends and comparative vendor data. We use this information to negotiate the most favorable terms for our clients in advance.
 - Modeling with multiple plan design options to present both the financial and employee impact to help our client make the most informed decisions. When necessary we will advise our clients to market coverage with the most service comprehensive and cost-effective providers and compare those results to the incumbent offer.

In addition, we have the expertise to place coverage, including becoming your broker of record for all lines of health and welfare coverage (medical, dental, vision, life and disability, stop loss, wellness, etc.).

- **Vendor Management**—Ongoing throughout the year, we work with you to identify and resolve vendor performance issues and to monitor performance guarantees.
- **Compliance Services**—The work we do constantly monitoring applicable state and federal law allows Aon to support the BLR's compliance. Through alerts, bulletins, teleconferences, and tools, we help make the compliance process easier for our clients.
- **Prescription Drug Consulting**—We provide specialized expertise in the areas of strategy and design, financial deals, bidding and selection, implementations, contract negotiation, measurement (audit and operational assessments), and clinical programs assessments. We combine the clinical expertise of pharmacists and physicians, the financial expertise of actuaries, and the business expertise of our consultants to develop pharmacy cost management solutions.
- **Health Management and Wellness**—For over 15 years we have provided health risk management/wellness consulting services as a discrete area of specialty and have provided these services to hundreds of clients. In addition, Aon has amassed a robust amount of market intelligence, including information on practices and provider capabilities, and the identification of emerging trends in design, provider delivery, and leading-edge programming in managed health.
- **Strategic Advisory Communication**—Our Strategic Advisory Communication consultants bring insights, strategic thinking, and an experience-centered approach to help clients solve their employee communication and business challenges. We have deep expertise in helping clients create communication and change strategies that effectively drive the behaviors that lead to improved outcomes for their business, their people, and their customers. Our widely recognized team has decades of experience in working with U.S. and global organizations of all sizes, and in a variety of industries, to help clients get the most out of their investment in health, retirement, and talent.
- **Absence Management Consulting**—With our “360° approach” to leave of absence, we provide clients with expertise that spans the entire leave of absence spectrum: from risk analysis; to program design and planning; to delivery of solutions/selection of a delivery solution. We consult on any or all aspects of your leave of absence program—depending on how much of your program is under consideration. Because we are experts in all things absence, we have a perspective that no one else in the industry has.
- **Data Warehousing**—Our Data Forensics experts are very familiar with data warehousing specialty companies' technology, services, and processes. We can consult with the BLR on the best way to have the warehouse partner compile and filter your information so that the BLR can benefit as much as possible from the efforts.
- **Financial Audits and Operational Assessments**—For years, Aon has been the industry leader in providing audit-related services to large clients. Our services include customer benefits information audits, claims processing system audits, and client/administrator operational review audits. These audits are performed on existing vendors, as well as new vendors in the form of pre-implementation/ readiness assessment audits, in advance of go-live dates.

Trends, best practices and latest developments within the industry

In the rapidly changing health care environment that we operate in, we deploy a variety of strategies to keep current on important issues and topics, emerging solutions produced by the market place, and the consulting point of view supported by other firms (both direct competitors and health plans/vendors).

These strategies include:

- **Significant participation in numerous multi-stakeholder industry initiatives:** This includes the National Business Group on Health, HERO, ERIC, Catalyst for Payment Reform, and the Council on Employee Benefits. In each of these venues, we are able to share our own thought leadership and solutions, while also absorbing the same from other firms.
- **Development of a national health care strategy team:** Strategists work closely with our largest clients, their senior management, and Boards of Directors. Bringing a breadth of innovative solutions from across the country, the strategist stays with clients for multiple years to see them through implementation and changes in the health care landscape over time.

- **Media and industry publications:** Because of the nature of the work we do, and the particular focus on the highly important topic of rising health care costs, our industry is often featured in media interviews, both mainstream and industry-centric. Our public relations team tracks not only our own media efforts but those of our key competitors, sharing relevant press releases, articles, and media reports with our national health care strategy team and our Health Solutions Consulting Specialty Solutions.
- **Semi-annual deep dive meetings with the major health plans, PBMs, and health improvement vendors:** Through this process, we not only share our perspectives and gain an understanding of each vendor's solution set. We also gain knowledge about our competitors through the back-and-forth with the vendor representatives. For example, in our recent discussions with the health plans regarding the movement toward payment for value in the provider delivery system, we learned that our efforts toward building a measurement model (reflective of that new value system) were more complete than any of our competitors.

Our Specialty Teams Drive Innovation

We anchor our approach to innovation on the deep experience and insights from our subject matter experts. Aon's U.S. Health Solutions practice includes 200+ colleagues developing and delivering specialty solutions to clients.

Specialty Solutions



These experts provide specialty consulting to clients. While doing so, they learn firsthand of new challenges arising for employers in the environment and consequently identify related gaps in the employer-provided healthcare marketplace. They work to create solutions—often in a cross-team integrated fashion—that can be applied across clients, yet customized to individual client needs. Their solutions are backed by comprehensive data analytics.

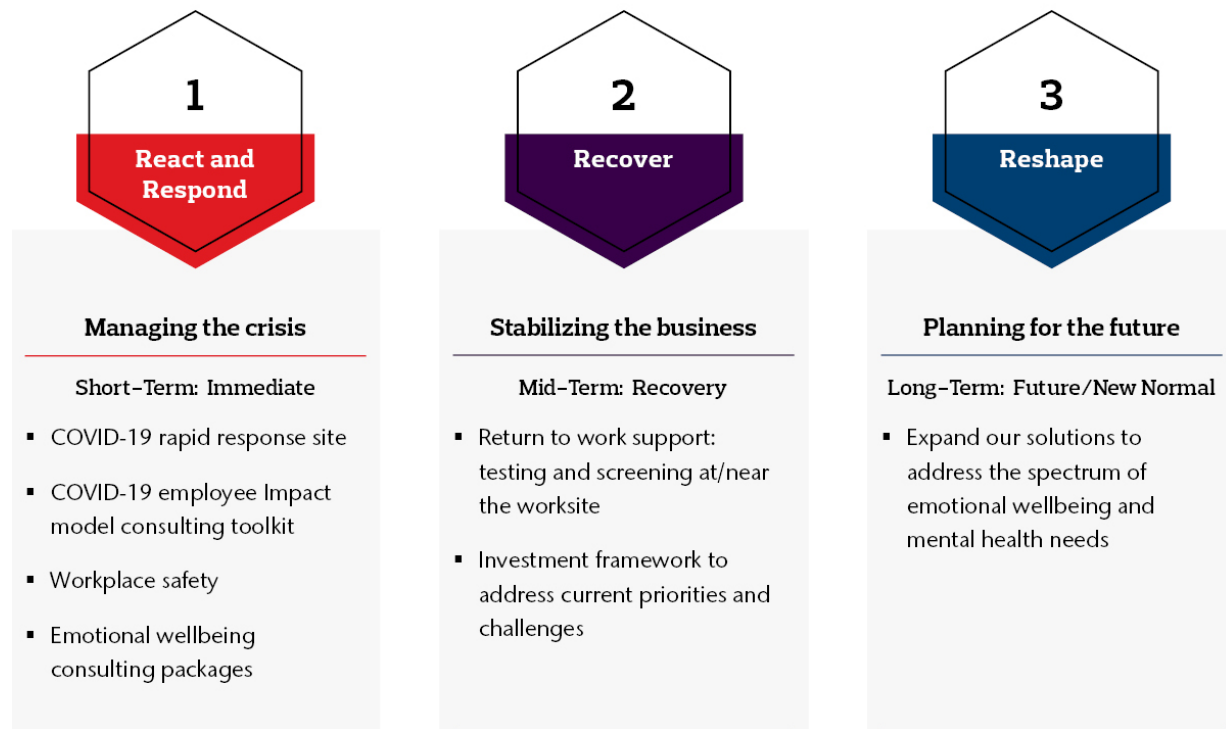
Our Innovation Team Adds the Rigor Necessary for Success

Adding to the on-the-groundwork of our Specialty Solutions teams, Aon places an emphasis on and rigor around our innovation activities by:

- Proactively identifying and understanding disruptive trends occurring in healthcare
- Developing key digital and business model innovation and partnerships that are relevant to and benefit our clients
- Arming our consultants with information and evaluations of key players in areas of emerging interest



COVID-19 Response Framework: Innovation Team Priorities



The Resulting Innovation

Aon has a continually growing, extensive group of solutions that we can use to help BLR achieve its goals, in fact, Aon has legacies of innovation we have been building for decades, including reinventing benefits choice delivery ahead of the market (flexible benefits, consumer choice models, exchanges, etc.) and bringing first-to-market health data analytics (including our Health Value Initiatives (HVI)[™] tool, Integrated Analytics Intelligence (IAI), and Aon Architect[®]).

As a result, we are continually first to market with health and benefits strategies that improve satisfaction, increase productivity, and lower costs. Recent innovation includes:

In recent years, some of our emerging solutions include:

Complex and Chronic Care Management	Today's healthcare system often results in confusion, frustration, and inefficiency, especially for those with complex and chronic conditions. Aon is working to rectify these flaws. We deploy sophisticated patient-centric analytics to drive targeted outreach to the health plan, the treating physician, and (where appropriate) the patient. This medical home-oriented model improves the communications within the system resulting in better care with better outcomes.
Shape of the Workforce	The prevalence of obesity is driving employee illness, reducing productivity, and contributing to rising health costs. Aon has developed a data-driven, holistic, organizational health improvement model that moves 20% of the workforce to a healthy BMI over a three-year period.
Private Health Exchanges	Aon established the first private health exchange for active employees of large employers and subsequently developed a solution for middle market employers. Today, our Aon Private Health Exchanges includes approximately 100 clients encompassing more than 1 million covered lives.

Integrated Analytics Intelligence (IAI)	Our Health Analytics Intelligence team along with other specialty teams like Health Transformation, Clinical SME, Time Away, and Risk team developed a unique, differentiated IAI approach to data informatics. The IAI process and corresponding tools are populated with client-specific data and information, including medical and pharmacy claims, health risk information, biometrics data, and consumer marketing information on behaviors and attitudes that provide support for strategy and program design, establish a baseline measurement for future program evaluation, and serve as a decision-making tool.
Delivery System Change	As Medicare, Medicaid, and commercial health plans seek to re-contract their provider relationships (moving from fee-to-service to outcomes-based, or value-based care models), health systems and employers alike are faced with challenges. Aon is uniquely positioned to ensure that all stakeholders—employers, health systems, health plans, and consumers—are able to navigate delivery system change successfully. We work with more than 400 health systems nationally, addressing organization risk issues, including the challenge associated with value-based contracts. In 2016, Aon acquired Cammack Health Partners, a firm specializing in health systems.
Strategic Savings Calculator	Our finance and actuarial teams have developed a proprietary cost-savings modeling tool of various tactical initiatives to help our clients develop a customized health and benefits strategy. This tool measures a range of savings opportunities to the employer as well as any disruption impact to employees. We have uncovered millions in potential savings for our clients and their employees supported by our actuarial and underwriting experience with these measures serving thousands of clients.
Total Cost of Care	As the healthcare landscape continues to evolve, the role of the health plan has expanded. Not only must health plans manage broad provider networks with measurable negotiated discounts, health plans must also secure value-based contract models while operationalizing care management models. In order to measure the collective impact of these health plan programs, Aon is pioneering a Total Cost of Care pilot to assess risk-adjusted per member claim costs for each plan.
Population Segmentation	Through an exclusive relationship with Kantar Consulting, our population segmentation approach is based on our exclusive behavior economics methodology—applying the proven principles of attitudinal segmentation to market your health programs in a way that drives higher engagement and action among employees, retirees, and their families. We can match your people to a consumer-marketing database that includes 250 million people and inform you about how your audiences are distributed across six health and wellness attitudinal segments. With this insight, we will be able to develop a smart, systematic, multichannel strategy, brand, and communications that are more relevant and appealing to your audiences and more likely to motivate them to take the right actions.
Emerging Vendor Partnerships	Aon has deep institutional knowledge and expertise helping clients evaluate emerging healthcare solutions, programs, resources, and decision-support tools in the market. In fact, we maintain a database that encompasses capabilities of more than 400 vendors across all categories of health. We continually monitor emerging players in key health categories that are of increasing importance to our clients, and establish preferred partners when it is in the best interest of our clients to do so. Recently, we completed a deep dive evaluation of traditional and emerging solutions in the areas of expert opinion, telemedicine, and transparency and selected the top three partners in each area. Using our significant leverage in the marketplace, our clients get best-in-market pricing and performance guarantees from a choice of partners that meet the diverse needs of our clients.
Structured Portfolio Model	We are partnering with the insurance markets to develop streamlined and efficient marketing processes to ensure that clients receive access to the most advanced and competitive programs. This leverages our size and scale and differentiates our solutions from our competitors.
Linking Safety and Wellness	Our Health Solutions Consulting practice's unique position within Aon's Commercial Risk Solutions enables us to create a partnership between our established safety side of business and our wellness experts. As a result of this partnership, we are aggressively rolling out programs that link safety and wellness for our clients.

Integrated Absence Management	Aon clients will benefit from both strategy and delivery of measurable absence management, reducing cost and identifying medical causes of absences, which then feed into our health intelligence analytics, to better manage health programs. For example, we offer advice and delivery, working across Aon to tie in absence to workers' compensation through data.
Aon Architect®	Aon Architect is a new and industry-leading, innovative, and efficient solution for plan design and contribution modeling. It enables quick identification of the most cost-effective and attractive combinations across 500,000 different program combinations. Plan recommendations are based on your actual population demographics and our proprietary employee perception index, allowing you to accurately balance cost impact with employee appreciation. Additionally, Aon Architect is connected to our national benchmarking system so benefit program competitiveness can be gauged at the same time. Analysis and recommendations can be easily customized in seconds, without any back-office involvement. What used to take days and weeks can now be accomplished in a single meeting with Aon Architect. ©U.S. Patent No. 10,402,788
Provider Optimization	Provider Optimization is a first-of-its-kind, independently sourced provider benchmarking tool that provides our clients with real-time insight on how cost and quality of medical procedures differ across healthcare providers. We do so through exclusive partnerships we established with two leading health data companies. By data-mining cost and quality data on individual hospitals across numerous procedures, our clients can gain a better understanding and make informed decisions on the best value providers—and develop strategies with an unprecedented level of insight into local health system dynamics. The data, combined with our analysis, often uncovers significant quality variation of outcomes by procedure, with high-priced “brand name” facilities often not demonstrating consistent quality or better value compared to local peer institutions.

3.2 Employee Health Benefits Oversight Consulting

Aon acknowledges and agrees with the requirements set forth in this section.

Comprehensive market-based analysis of large self-funded employers

Aon invests more than \$10 million annually to build and maintain the most extensive health care and general benefits databases. During the Discover phase of our strategic planning process, we use our extensive industry-leading surveys and benchmarking tools to develop a competitive multi-year strategy and plan design.

We begin by analyzing the competitiveness of the BLR's current plans and identifying areas for improved cost and purchasing efficiencies. This information will provide a quantitative basis for your decision-making process as we evaluate potential changes to the current program.

Benchmarking Tools

Aon Bench

Aon Bench is a proprietary Aon database that captures benefits information for 624 clients and 1,933 medical, dental and vision plans offered by our clients (as of February 2019). This platform will provide the BLR with market insights and a measure of how your benefit programs compare to the competition. Data is available for medical (including prescription drug), dental, and vision plans across a variety of industries, regions, and employer sizes. The type of information available via Aon Bench includes:

- Cost information—premiums, employee contributions, employer subsidies
- Specific plan design features: deductibles, various copays, in-network benefit coverage

Aon Bench features statistical distributions, attribute-by-attribute comparisons, and holistic summaries that tie in the financials with plan actuarial values. These features are integrated with Aon's actuarial valuation models.

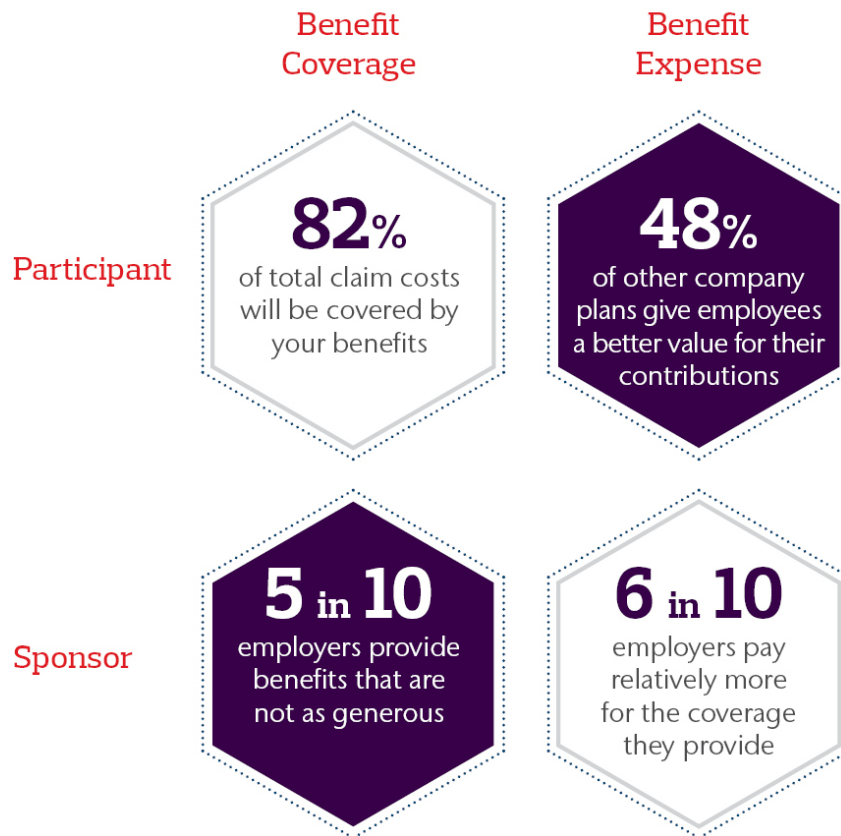
- Since its inception in the fall of 2014, **Aon Bench** database has seen consistent double-digit growth YOY.
- As result of significant improvements in the data collection, we have been able to make current year results available two months earlier than the prior year.

Aon Bench	2019 (YTD)	2018	2017	2016	2015	2014
Release Date	February	April	February	April	May	June
Clients	624	1,021	1,228	1,193	1,013	943
Medical Plans	1061	2185	3074	2766	2062	1752
Dental Plans	529	1048	1647	1521	1208	995
Vision Plans	343	622	1003	928	677	518
Total Plans	1933	3855	5724	5215	3947	3265
Database Growth - YOY	TBD*	-33%	10%	32%	21%	

The following is a screenshot of a sample summary provided by Aon Bench:

Sample Medical Benchmarking Report

Client ABC vs.
All Employer Plans in Database



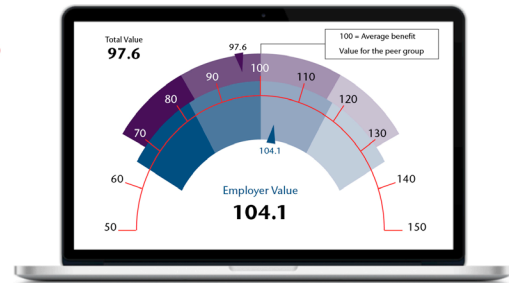
Benefit Index

Aon's Benefit Index® is our analytics tool for benchmarking the competitive value of benefit programs and modeling the impact of potential changes.

Benefit Index is developed from one of the largest, most up-to-date benefit plan specifications database in the U.S. and contains summaries of benefit plans from more than 1,000 organizations across a variety of industries, geographies, and employment populations. By comparing your organization's benefit program to our vast database, you gain invaluable insights and information.

Benefit Index®

Aon's Benefit Index is the premier tool for benchmarking the competitive value of benefit programs and modeling the impact of potential changes.



Benefit Index uses actuarial techniques to compare your organization's benefits to the programs of your selected peer group. The methodology is based on relative values calculated from plan specifications—not cost—eliminating a common source of bias. The resulting analysis details all major benefit areas, including:

- Health care
- Retirement
- Disability
- Death
- Paid time off

Non-member Demographics and Participation

Benefit SpecSelect™

Aon's Benefit SpecSelect™ provides quick and easy benefit design comparisons with the programs of any organization in our database.

Today's benefits challenges include an increasingly diverse workforce with a wider range of needs, new legislation, and constant pressure to enhance value while lowering costs. Benefit SpecSelect helps tackle those challenges head-on by providing access to the latest summary prevalence data and the ability to perform custom comparisons.

Benefit SpecSelect gives you access to critical benefit information pertaining to:

- Healthcare (active medical, prescription drugs, dental, vision, hearing, and retiree medical)
- Retirement income (defined benefit and defined contribution)
- Disability (short-term and long-term)
- Death (group life, survivor benefits, and retiree life)
- Paid time off (holidays, vacations, and PTO banks)
- Work/life benefits
- Part-time benefits

With Benefit SpecSelect, you will receive insights into actions peers and competitors are taking such as:

- What are employers charging employees for health care coverage?
- How many employers have added health care exchanges?
- How prevalent are PTO programs?
- What are employers doing with retirement income plans?

Internet-based and highly interactive, Benefit SpecSelect gives you the versatility to compare organizations based on a number of classifications:

- Employee group (salaried, hourly, faculty, etc.)
- Industry
- Company type
- State or metropolitan area
- Total sales
- Size of employee population
- Fortune 500 rank
- Standard & Poor's 500

You also can create multiple customized peer groups by selecting the specific organizations that are most appropriate for your analysis. You may then view company-by-company plan design details and plan prevalence summaries for your chosen peer group.

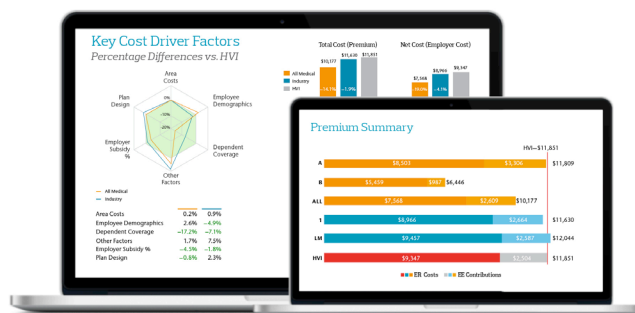
People Energy Environment Assessment and Inventory

Aon will collaborate with the BLR to complete the People Energy Environment Assessment and Inventory to establish the current state of wellbeing at the BLR. The assessment consists of 66 questions addressing topics related to health and wellbeing resources, physical environment, company culture and community. The inventory is a comprehensive review of all wellbeing-related programs and resources available to the BLR internally or through vendor partners. Aon's subject matter experts will review the completed Assessment and Inventory and provide the BLR with a Recommendations Report, which presents overall assessment findings and highlights program strengths, gaps in offerings and recommendations for enhancing wellbeing at the BLR.

Health Value Initiative

Aon's Health Value Initiative (HVI)TM database is the premier compendium of employer health care cost, design, and demographic data. It is the largest health care study of its kind, collecting data from over 500 organizations, representing 5.6 million participants, 1,200 plans, and \$66 billion in health care expenditures that are all updated and added to daily or weekly. *Note: Total number of employers is dynamic and changes as clients are added or removed from the baseline.

Aon HVI



The objective of HVI is to provide employers with the necessary information to link their health care strategy to their overall business strategy.

Focusing on the health care component of your benefit plan, there are three primary guides used in the evaluation of a health plan's position in the marketplace: Cost Analysis, Financial Index, and Employee Value Index.

- The **Cost Analysis** summarizes your current health care costs and compares them to your competitors, labor markets, and the database average to determine the competitiveness of your arrangements. This is a one-of-a-kind, applies to apples comparison of costs that actuarially adjusts for differences in demographics, geography, and plan design features.
- The **Financial Index** analyzes health care plans (EPO, HRA, HSA, HMO, Indemnity, POS, PPO) to determine each plan's financial value. This Index uses actuarial methods to determine the cost-efficiency of a plan after adjusting for enrolled populations demographics, geography, and plan design. This data is used to provide baseline measurement for financial efficiency and value, negotiate better rates with health plans, and moving to the "best practice plans" of the same type in each community.
- The **Employee Value Index** is similar to the Financial Index except that it measures how much value employees receive for their health care plan contributions. It also adjusts for enrolled populations demographics, geography, and plan design.

HVI is the only viable cost benchmarking and modeling tool in the industry to measure health plan efficiency based on detailed employer cost data. HVI financial and quality results, along with risk assessment reporting, allow our consultants to conduct assertive, fact-based negotiations on behalf of our clients.

The report provides the BLR with the following competitive cost benchmarks compared to other organizations by industry, employee size, and labor market:

- Health plan costs per employee
- Employee costs (including out-of-pocket expenses)
- Cost-sharing mix
- Key health care cost drivers
- Financial efficiency

Surveys

Aon surveys have become industry standards for gathering directional data about cost trends, strategy, and design features of employer provided health care and other benefits. We will use the results of these surveys to give the BLR perspectives on what employers are currently doing and what they are planning in broad and specific areas of health care—to craft your strategy and multi-year roadmap. In addition, we are able to filter these results by industry type and provide industry-specific perspective. The key surveys we will utilize on the BLR's behalf include:

Annual Healthcare Survey —Aon administers our proprietary Aon Health Survey to collect health plan insights from employers of all sizes, geographies, and industries. Responses provide a statistically valid, comprehensive view into current and emerging trends, broadly addressing employee health from a health and benefits perspective. The tool offers a variety of benchmarking capabilities to uniquely understand and prioritize future opportunities as opposed to looking backwards.

In our most recent survey, more than 315 employers shared their current strategies and tactics as well as what they hope to implement in the future. Our survey report assessed four emerging themes:

- **Overall Satisfaction:** Satisfaction with health and benefits strategies is neutral, but respondents are optimistic to driving improvements to existing plans.
- **Evolutionary Versus Revolutionary:** Firms often cite they want to take their strategies from good to great but not many aim to be innovators. Securing budget for new projects and working with the right vendors is critical in moving beyond traditional practices.
- **Health Ecosystem Approaches:** Not often a part of current plans but interest is high to incorporate various approaches in the next three to five years, including data analytics to drive in-the-moment information (48%) and redirection to optimal provider with site of care (48%).
- **Employee Experience:** Firms are doing more with their plans to improve the employee experience, but firms are interested in tools for employees to access their information, particularly digital navigation and consumer engagement platforms (46%).

The Aon Health Survey is one of the many resources available to empower our colleagues to provide superior consulting advice and support.

Annual Retiree Healthcare Survey – Aon conducts an annual survey to understand plan sponsors' current thinking and future expectations with respect to U.S. retiree health care strategies. The survey specifically focuses on plan sponsors that offer health care benefits to retirees and their families and their current and expected ongoing strategies related to the retiree health care aspects of federal health care reform.

Consumer Mindset Survey – As a counter point to the employer perspective, we're a partner in the Aight Consumer Health Mindset Study® along with Aight Solutions, the National Business Group on Health and Kantar Consulting. This study explores the health attitudes, motivations, and preferences of consumers across the U.S. as they use their employer-sponsored health plans and wellbeing programs and maneuver through the broader health landscape.

CDHP Survey – We conduct an annual CDHP survey to collect information on the plans offered by our clients. Our survey database represents results for approximately 130 large and 261 mid-market employers. Our survey data also spans over a 10-year period, allowing us to truly capture and analyze trends.

Comprehensive Provider Network Analysis

A key component of a medical provider selection project is the network discount analysis. We will leverage our Discount Analysis tool to assess the competitiveness of bidder discounts. The health plans provide us with average provider pricing and discount information for each three-digit ZIP code in the country. The data is provided twice a year, certified by each carrier's senior leadership, and rigorously tested at Aon for credibility. By comparing the BLR's information against the Discount Analysis database, we can identify a short list of vendors to consider and the potential savings.

It is critical to ensure the programs and dollars spent today are being used most efficiently and delivering a positive experience to employees. We've helped many clients drive significant savings through unique and proprietary solutions, while leveraging our market presence. Listed below are some key opportunities that we would explore with the BLR to fully vet the viability and solidify savings targets for each solution. Based on the information provided in the RFP and based on similar client results, we've highlighted some key opportunities:

- **Savings driven through market leverage and innovation.** Aon's Structured Portfolio Solutions (SPS) is a select vendor approach for non-medical lines of coverage (dental, vision, life, disability, voluntary benefits, stop loss, etc.). It was developed through a rigorous vetting of best-in-market carriers specializing in each of these coverage lines. The resulting limited vendor panels under each separate line of coverage include world-class carriers who have agreed to provide our clients with significantly enhanced terms, conditions and pricing in exchange for the volume and relationship Aon brings to them.
- **Savings driven through purchasing efficiency.** We have several assessment tools that enable us to identify savings opportunities, including the Medical Plan Discount Analysis, Stop Loss Modeler Tool, Prescription Drug Deal Database, and Pharmacy Coalition Savings Analysis. We actualize the savings potential through our procurement and negotiation processes.
- **Savings driven by changes in strategic design direction.** It is important to determine Tech Data's strategic direction in order to ascertain and quantify savings opportunities. Savings can be short term (such as design and contribution changes to reflect current trends and the competitive market) or long term (initiatives to drive true behavior change designed to improve population health, increase individual accountability, and lower costs).
- **Savings driven through traditional carrier fee and rate negotiations.** Certain dynamics often dictate that vendor changes are not possible or desirable. In those circumstances, we apply our competitive data along with our consulting expertise to leverage optimal pricing on behalf of our clients.
- **Savings driven by restructuring the financial model.** Recently, clients have shown interest in structuring claims targets with trend guarantees. While this strategy does require an integrated single source carrier relationship, when executed effectively it can generate immediate as well as long-term cost reductions.

Provider Review, Centers of Excellence and Time Away

Provider Optimization

Aon has established an exclusive partnership with two leading health data companies to offer clients comprehensive and objective data on the price and quality variation of medical procedures across their local health care providers. The combined result is the first of its kind independently sourced provider benchmarking capability informing our clients of strategies with an unprecedented level of insight into local health system dynamics. By changing the unit of measurement from the market or network to the individual hospital or individual professional provider, we have observed within-market variations in price levels exceeding 300% for medical procedures like MRIs, knee replacements, or major cardiac events. Further, our data often uncovers significant quality variation of outcomes by procedure, with high-priced "brand name" facilities often not demonstrating consistent quality or better value compared to local peer institutions. By aggregating cost and quality data on individual hospitals across dozens of procedures, our clients can gain a better understanding and make informed decisions on the best value providers. Proactive employers have used these insights to structure design, pricing, network and contracting strategies and

navigation approaches to guide people to those providers; to review recommendations made by carriers and emerging vendors regarding high performing providers, systems, and Centers of Excellence; and to measure the impact of strategies implemented over time.

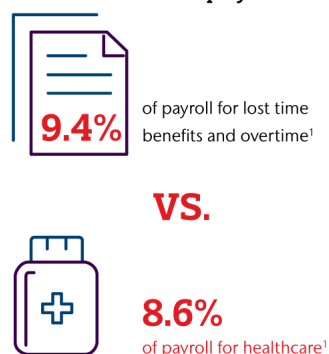
Aon Time Away Practice

Organizational leaves of absence is complex. It is a company risk that needs to be managed—and in fact, most companies first need to quantify absence to know its true impact. According to Aon's recent Absence Management Pulse Survey, 90% of survey respondents did not know the total cost of absence to their organization's bottom line, though 70% of these respondents thought it was important to know this important business metric.

In addition, the U.S. Bureau of Labor Statistics reports that 9.6% of compensation is spent on lost time benefits and overtime, while 8.6% of total compensation is spent on health. Furthermore, the world of time away has become more complex, with more than 40 paid sick and family regulated jurisdictions. This creates challenges with balancing desirable time off benefits for young families while offering time and income protection to an aging workforce. Managing this business risk of absence—while creating affordable, desirable benefits—is not an easy challenge for employers.

Absence affects organizational performance, employee engagement, and the bottom line. Managing these in silos inhibits the management of leaves of absence. We define absence as “anything related to a day away from work” whether it's a regulated leave (paid sick leave, paid family leave, Family Medical Leave Act, Americans with Disabilities Act Amendments Act, etc.), an absence policy (vacation, sick, caregiver leave, etc.), or an insured/self-insured product (like short-term disability or workers' compensation). We believe solutions that address the full spectrum of leave of absence dynamics are the only way to create improvements in all areas of time away.

Costs of Time Away Versus Costs of Health for U.S. Employers:



Sources:

¹ Bureau of Labor Statistics, June 2014

² SHRM

³ EEOC.GOV



25.9%

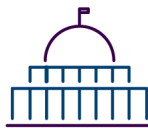
Decreased productivity to cover for an absent worker

Expanding paid leave programs—regulated and growing

41 PSL and
4 PFL Regulation

From 2013 to 2014 the number of ADA lawsuits increased by

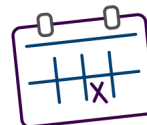
63.3%³



Emerging Workforce 2020

Time Off Importance:

GenX **20%**
Millennial **50%**



Supervisors spend
5.3 weeks
per year dealing with absences²

Aon's dedicated Time Away and Life Solutions practice is a consulting leader due to the depth and breadth of our subject matter experts and the solutions we bring to clients. With our comprehensive approach to leaves of absence, we can provide the BLR with expertise spanning the entire leave of absence spectrum: risk analysis, program design and planning, cost analysis, and vendor-supported solutions. Whether you have identified a segment or two of your program to evaluate or wish to revamp your entire program holistically, our approach and diverse expertise will be beneficial.

Gaining a true understanding of your leave of absence dynamics is the first critical step in transforming them. Through proprietary analytical tools, we help you capture, assess, and understand the cost of leave of absence and its utilization trends. This creates a clearer lens for understanding your company's absence issues, their factors and patterns, risks and costs, root causes, and the opportunities for change.

Our analyses may include:

- Leave of absence metrics and related benchmarking
- Predictive analytics
- Financial impact analysis of time off, leave, and disability plan changes
- Compliance risk assessment, including the Americans with Disabilities Act Amendment Act (ADA), Family and Medical Leave Act (FMLA), paid sick leave, paid family leave, etc.
- Gap and opportunity analysis
- Policy development
- Continual program calibration

We can:

- Recommend policy changes
- Incorporate supporting pre-leave of absence programs like wellbeing or safety
- Work with you to establish a business case for investment in improved leave of time away solutions
- Review or design policy
- Recommend compliance risk mitigation ideas
- Help with your delivery needs. In selecting STD/LTD/WC vendors, Aon has the industry knowledge to help you select and/or implement the ideal solution for DCP

Our absence consultants will help you set objectives for a program that will strategically address your challenges, then design, plan, and help you establish a business case for investment.

Cost Efficiency Model

Cost Efficiency Measurement is a proprietary actuarial benchmark analysis that can be used to evaluate the performance of your health vendor programs. The analysis is conducted by matching your member population data to control group populations based on geography, demographics, and 20+ comorbidities. The results can be used to verify vendor performance claims, measure the cost effectiveness of vendor programs, and inform the BLR¹ vendor strategy.

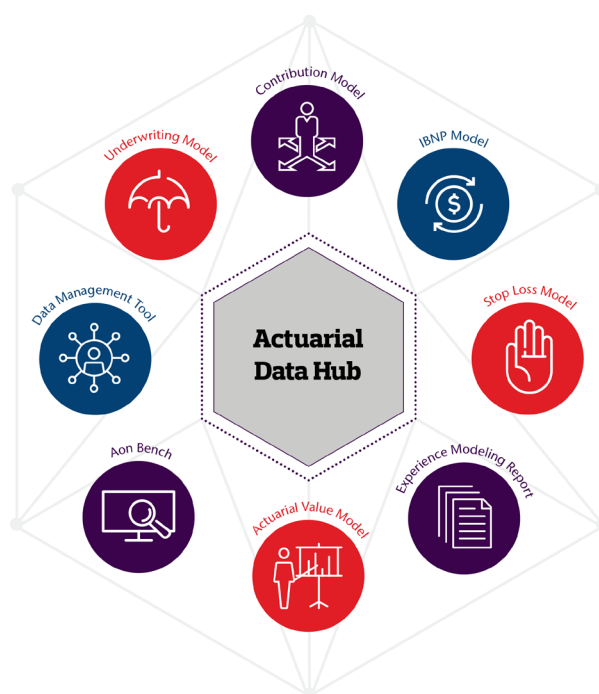
Plan Design, Enrollment and Migration

Aon has more than 270 healthcare actuarial consultants and actuarial students in the actuarial practice and the BLR will have 3 actuaries on their team. In addition to having a broad understanding of the dynamics within the healthcare industry, our healthcare actuaries are responsible for modeling the feasibility of alternative designs as well as employee contributions, health plan pricing, the impact of plan design changes, and other actuarial calculations. This combination of health knowledge and actuarial mechanics makes our actuaries a valuable resource in assisting organizations with solving their human resources and financial challenges.

Several of our proprietary actuarial tools and models are considered the leading tools in the industry. These tools and models are used in our consulting work with hundreds of major organizations to evaluate costs, set budgets, model plan changes, analyze risk thresholds for large medical claims, compare benefit plan designs, produce financial reports, and establish contribution requirements across all benefits and health plan designs for active and retired employees. The data supporting these models represents more than 17.4 million members and over \$63 billion in claims data.

All of Aon's tools and models are proprietary tools owned by Aon. They are developed alongside software developers by Aon actuaries with a unique skill set of

Actuarial Modeling Suite



both actuarial expertise and model building. Maintenance and enhancements are performed by the teams dedicated to supporting these actuarial models. Our overarching objective is to allow our actuaries to devote more time to analyzing risk, examining alternative strategies, and consulting with our clients.

Our web-based Actuarial Modeling Suite (AMS) platform is the new market-leading standard in the industry, and it takes actuarial consulting to the next level. This proprietary technology was developed by Aon, and we are the only consulting firm using this platform. The AMS platform streamlines actuarial modeling, enhances our consulting capabilities, minimizes risk of errors, and provides deeper insights for more meaningful and strategic discussions with our clients.

Highlights of the platform include:

- Web-based platform with interconnected models
- Actuarial data hub—One repository that holds input and output for all the models
- Powerful, easy-to-use interface that enables consultants to run multiple scenarios quickly and accurately
- Built-in safeguards, data and quality checks
- Robust benchmarking to identify emerging benefit and pricing trends
- Automated generation of output—From analyst-level to executive client summaries
- Integrated workflow and peer review documentation
- These features of our new AMS platform empower Aon to access our full analytical capabilities to resolve client issues faster and more effectively than ever before.

Actuarial Value Model

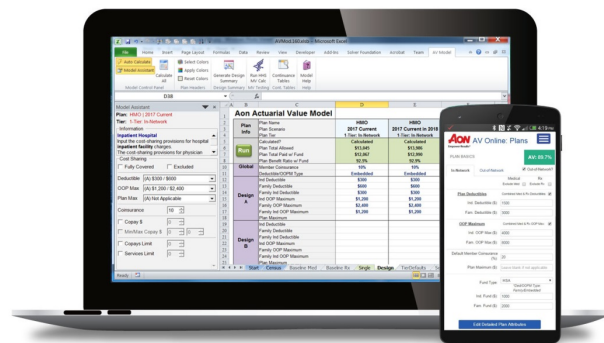
The Actuarial Value (AV) Model tool allows us to develop consistent relative value factors associated with unique plan designs. Using this proprietary tool, we can establish a baseline of current plan value and quantify the plan cost impact of potential design changes over time. Plan relative values are fundamental to projecting future plan costs and are incorporated into our pricing model when developing gross cost forecasts for plan year budgeting.

This relative value model is built on a base of \$50 billion of self-insured claims data across 12 million members. Claims are organized by service category into various continuation tables to support the valuation of plan design changes.

The AV Model helps to create and refine costs for medical, prescription drug, behavioral health, vision, dental, and disability plans. One of its most significant features is its ability to model the financial implications of any plan design changes. It can determine the impact of moving from copays to coinsurance, of changing deductibles, of out-of-pocket costs, or of changing drug designs.

The AV Model offers unparalleled benefit valuation flexibility and contains the following features.

- Cloud-based solution evaluates plan design based on a representative sample of 12+ million members in a matter of milliseconds
- Advanced parallel calculation engine with the ability to evaluate complex multilayer plan designs and interactions between deductibles, out-of-pocket maximums, and cost-sharing provisions
- Integrated affordable care act minimum value (60% AV test) calculations

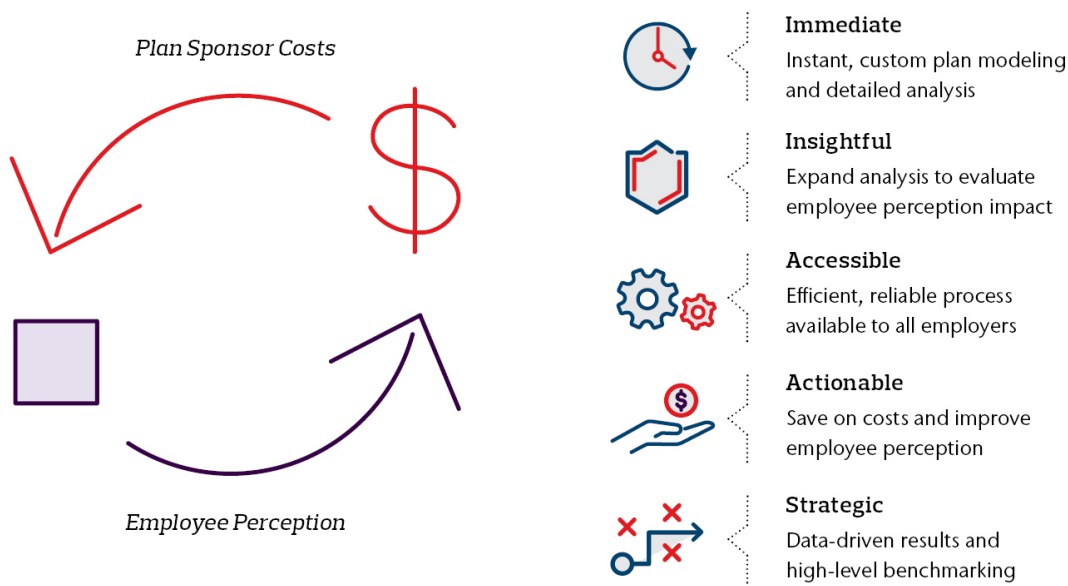


- Model can be calibrated and customized to match any underlying population or claims distribution through granular demographic, geographic, utilization, and price adjustments
- Advanced sharing features allow each consultant to work with the same designs without passing around Excel files, thereby eliminating document control concerns
- Full integration with all our benchmark reporting tools

Aon Architect®

Aon Architect is a new and industry-leading, innovative, and efficient solution for plan design and contribution modeling. It enables quick identification of the most cost-effective and attractive combinations across 500,000 different program combinations. Plan recommendations are based on your actual population demographics and our proprietary employee perception index, allowing you to accurately balance cost impact with employee appreciation. Analysis and recommendations can be easily customized in seconds, without any back-office involvement. What used to take days and weeks can now be accomplished in a single meeting with Aon Architect.

Aon Architect offers plan design and contribution modeling to enhance value from benefits dollars.



**US Patent No. 10,402,788*

Aon routinely helps clients determine whether self-funding or another alternative funding methodology is appropriate for their coverages. Several factors need to be considered in deciding your funding strategy—many of which will depend on your organization's financial, risk, and administrative objectives. Examples of factors to be considered include plan design and administrative flexibility, assumption of risk, total cost, fiduciary responsibility, beginning of year cost predictability, cash flow implication, annual negotiations, geographic implication, trust, claim reporting, auditing, nondiscrimination testing, and cash flow.

As part of this analysis, our actuaries also complete a comprehensive claim and reserve analysis to determine the feasibility of alternative funding methodologies for the BLR.

3.3 Procurement of Goods and Service

Aon acknowledges and agrees with the requirements set forth in this section.

Section 4. Cost Proposal

4.0 Compensation

Aon acknowledges and agrees with the requirements set forth in this section.

Please see Attachment A – Official Proposal Price Sheet on the following page

4.1 Payment Schedule

Aon acknowledges and agrees with the requirements set forth in this section.

4.2 Travel, Lodging, and Meals

Aon acknowledges and agrees with the requirements set forth in this section.

ATTACHMENT A
OFFICIAL PROPOSAL PRICE SHEET

Note: The Official Proposal Price Sheet must be submitted in a separate envelope or e-mail. Any reference to pricing in the technical proposal shall be cause for disqualification from further considerations for award.

1. Bids should provide at least a 180-day acceptance period.
2. By submission of a proposal, the proposer certifies the following:
 - A. Prices in this proposal have been arrived at independently, without consultation, communication, or agreement for the purpose of restricting competition;
 - B. No attempt has been made nor will be by the proposer to induce any other person or firm to submit a proposal for the purpose of restricting competition;
 - C. The person signing this proposal is authorized to represent the company and is legally responsible for the decision as to the price and supporting documentation provided as a result of this RFP; and
 - D. Prices in this proposal have not been knowingly disclosed by the proposer and will not be prior to award to any other proposer.

The Official Price Proposal Sheet must be submitted in substantially the following form, allowing for the inclusion of specific information regarding positions, goods, services, etc., and signed by an official authorized to bind the Vendor to a resultant contract.

DESCRIPTION	PRICE PER HOUR	NUMBER OF POSITIONS
Supervisor	\$390 \$330	Principal Consultant 1 Senior Consultant 1
Other Professional Staff (List by Position)	\$450 \$330	Principal Actuary 1 Senior Actuary 1
Support Staff	\$330	Senior Consultant 2
DESCRIPTION	PRICE PER UNIT (IF APPLICABLE)	TOTAL PRICE
Subcontractors (if any)	TBD - if required	N/A
Travel		Included
Any Additional Goods & Services (List Individually)		N/A
TOTAL MAXIMUM AMOUNT OF BID:		\$175,000


Signature, Title

COO, US Health Solutions

4/7/2021

Date

Section 5. Additional Vendor Requirements

5.0 Comprehensive Vendor Information

All proposals should be complete and carefully worded and should convey all of the information requested by the Subcommittee and the BLR. If significant errors are found in the Vendor's proposal, or if the proposal fails to conform to the essential requirements of the RFP, the Subcommittee will be the sole judge as to whether that variance is significant enough to reject the proposal. Proposals should be prepared simply and economically, providing a straightforward, concise description of the Vendor's capabilities to satisfy the requirements of the RFP. Emphasis should be on completeness and clarity of the content. Proposals that include either modifications to any of the contractual requirements of the RFP or a Vendor's standard terms and conditions may be deemed non-responsive and therefore not considered for award.

We have included with our proposal a copy of our template master consulting agreement. In the event Aon is selected as the winning bidder, we suggest this serve as the starting point for contract negotiations along with the language you provided. We have found that our template is directly applicable to the nature and type of services that we provide. We ask that you please give our template your consideration. In the event that we are selected as the winning bidder, we would like to have a discussion with you about the contracting process and jointly determine the appropriate path forward to reaching an agreement. In any event, you should expect Aon to employ a very partnering and flexible approach to the contracting and negotiation process. We have found that the following provisions are generally those that we discuss most frequently with our clients during the negotiation process though there may be others based on the nature of the services to provided. We have included references below to the relevant sections relating to these provisions in the Aon template master consulting agreement.

5.1 Vendor Profile

In addition to information requested in other sections of the RFP, the Vendor shall submit the following:

- *Business Name and address*

Aon Consulting, Inc.
200 East Randolph Street
Chicago, IL 60601

-
- *Alternate Business Address;*

315 West 3rd Street
Little Rock, AR 72201

-
- *Primary Contact Name, Title, Telephone, Fax, and E-mail Address;*

Rebecca Parr, Director
Local Practice Leader, Health & Benefits
315 West 3rd Street
Little Rock, AR 72201
Office +1. 501.918.4740
Email: rebecca.parr@aon.com

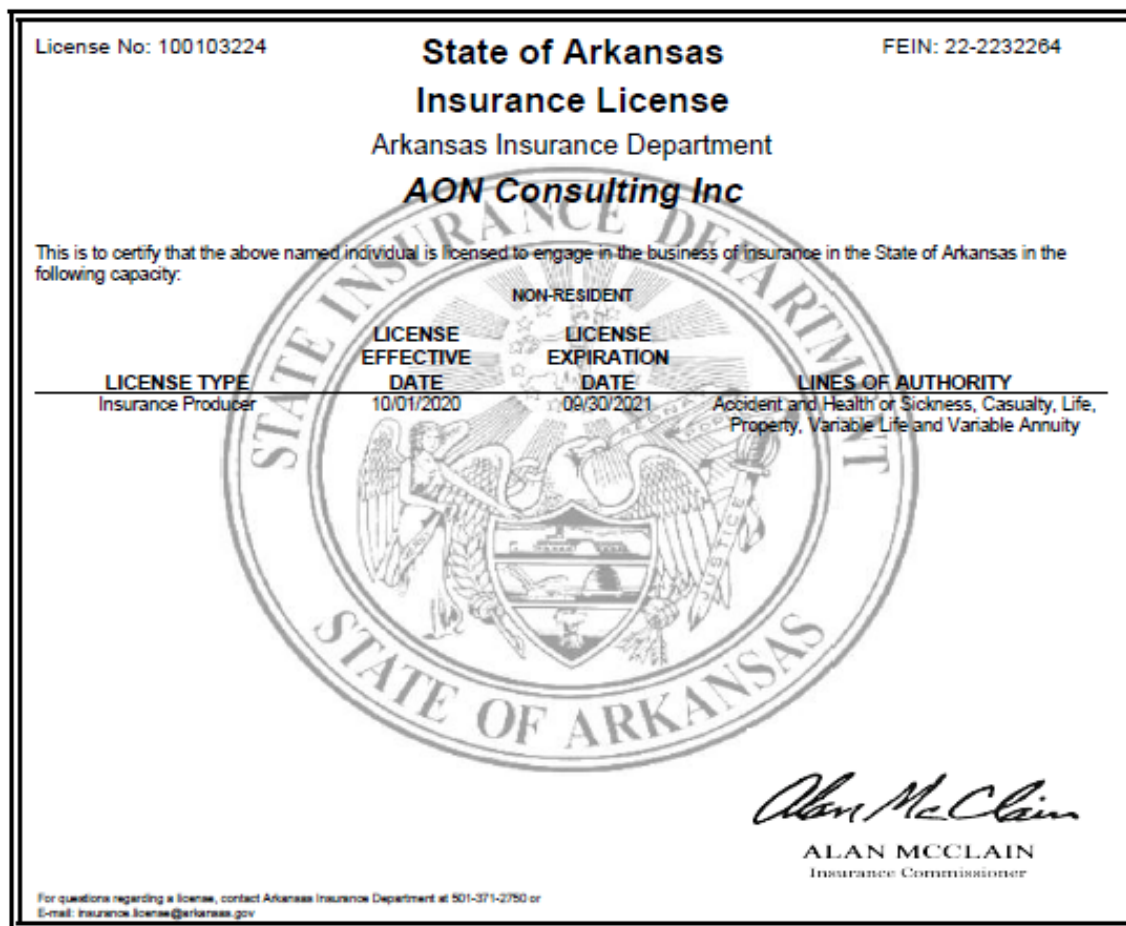
- How many years this company has been in this type of business;

Aon has been in this type of business since 1982, 38 Years.

- Proof that the Vendor is qualified to do business in the State of Arkansas;


Please refer to the below License as proof that Aon is qualified to do business in the State of Arkansas

AON Consulting Inc
4 OVERLOOK POINT
LINCOLNSHIRE IL 60069



-
- A disclosure of the Vendor's name and address and, as applicable, the names and addresses of the following: If the Vendor is a corporation, the officers, directors, and each stockholder of more than a ten percent (10%) interest in the corporation. However, in the case of owners of equity securities of a publicly traded corporation, only the names and addresses of those known to the corporation to own beneficially five percent (5%) or more of the securities need be disclosed; if the Vendor is a trust, the trustee and all persons entitled to receive income or benefits from the trust; if the Vendor is an association, the members, officers, and directors; and if the Vendor is a partnership or joint venture, all of the general partners, limited partners, or joint ventures;
-

Not Applicable. Our leadership is listed below.



Greg Case
Chief Executive Officer, Aon plc

Christa Davies
Chief Financial Officer
Executive Vice President of
Global Finance, Aon plc

Eric Andersen
President

John G. Bruno
Chief Operating Officer
Chief Executive Officer
Data & Analytics Services

Lisa J. Stevens
Executive Vice President
Chief People Officer

Dominic Christian
Global Chairman Reinsurance Solutions

Carlo Clavarino
Chairman, EMEA,
Commercial Risk Solutions
Head of Mergers & Acquisitions, EMEA,
Commercial Risk Solutions
CEO, MENA, Commercial Risk Solutions

John Cullen
Chief Executive Officer, EMEA
Commercial Risk Solutions,
Health Solutions & Affinity

Bryon G. Ehrhart
Global Head of Strategic
Growth & Development
Global Chairman of Capital Advisory
Reinsurance Solutions

Tony Goland
Chief Innovation Officer,
New Ventures Group

Lori Goltermann
Chief Executive Officer, U.S.,
Commercial Risk Solutions & Health Solutions

Andy Weitz
Chief Marketing Officer

Maggie Westdale
Business Chief Financial Officer

Darren Zeidel
Executive Vice President, General Counsel and
Company Secretary

-
- A disclosure of all the states and jurisdictions in which the Vendor does business and the nature of the business for each state or jurisdiction;
-

Aon's Health Solutions Consulting Public Sector practice has a mission to **leverage our firm's considerable expertise and intellectual capital to:**

- Enhance delivery of our specialty services and products to all clients
- Facilitate sharing of ideas, information, best practices, and resources
- Anticipate and communicate challenges and opportunities in the market
- Develop innovative HR/benefits solutions of value for our clients

Aon's size of health public sector business is our second largest industry sector. Our Health Solutions Consulting Public Sector practice consists of over 100 practitioners with expertise in actuarial, legal, underwriting, accounting, clinical, data analytics, customer service, information technology, and management. We provide advice and develop solutions for over 225 public sector clients of all sizes across the country, representing a broad array of entities:

- States
- Education
- Municipalities
- Transportation authorities
- Public utilities
- Pools
- Trusts

Our team is committed to partnering with BLR. By partnering with Aon, we will help you keep pace with the continually changing healthcare marketplace and lead the way with solutions that connect your long-term health strategy to broader objectives. Our team of industry experts can help you solve challenges in every area of health and wellbeing. With our big-picture perspective, we work with you to shape BLR's programs and benefits to best support your organization and workforce.

This group connects to share information on topics of particular interest in the public sector, such as techniques for reducing OPEB liabilities, strategies for addressing the Excise Tax, successful trends and designs for wellness programs, benchmarking, retiree healthcare strategies, and population health improvement. The goal is to share best practices with each other and with our public sector clients when appropriate, always striving to maximize the value, impact, and long-term sustainability of our clients' benefit programs for their employees and retirees.

-
- *A disclosure of all the states and jurisdictions in which the Vendor has contracts to supply the type of services requested under this RFP and the nature of the goods or services involved for each state or jurisdiction;*
-

Below is the states that Aon has contracts in to supply the type of services requested under this RFP;



-
- *A disclosure of the details of any finding or plea, conviction, or adjudication of guilt in a state or federal court of the Vendor for any felony or any other criminal offense other than a traffic violation committed by the persons identified as management, supervisory, or key personnel;*
-

To the best of our knowledge and belief, this is not applicable to Aon.

-
- *A disclosure of the details of any bankruptcy, insolvency, reorganization, or corporate or individual purchase or takeover of another corporation, including without limitation bonded indebtedness, and any pending litigation of the Vendor;*
-

As might be expected, an organization the size and complexity of Aon plc ("Aon"), of which Aon Consulting, Inc. is a subsidiary, has a range of litigation pending in the ordinary course of its business. Details of litigation filed against Aon are available in Aon's annual Form10-K filing (Note 17) and Aon's quarterly Form 10-Q filing (Note 16) which is available on Aon's website (www.aon.com). Although the ultimate outcome of all such matters cannot be ascertained,

it is the position of Aon that the disposition or ultimate determination of such claims will not have a material effect on the financial position of Aon or any of its subsidiaries nor impact our ability to perform services.

-
- *A disclosure of any conflicts of interest on the part of the Vendor or its personnel that will be working on this project.*
-

To the best of our knowledge and belief, Aon does not have any conflicts of interest on the part of the Vendor or its personnel that will be working on this project.

-
- *Additional disclosures and information that the Subcommittee may determine to be appropriate for the procurement involved.*
-

To the best of our knowledge and belief, Aon does not have any additional disclosures and information that the Subcommittee may determine to be appropriate for the procurement involved.

5.2 General Information

Vendor shall submit any additional information for consideration such as specialized services, staffs available, or other pertinent information the Vendor may wish to include.

COVID-19-Related Challenges for Employers



Inability to model and mitigate the full impact of COVID-19 on employee health



Lack of insight into the employee risk surrounding COVID-19 across geographic regions



Insufficient information around the financial and cost impact of COVID-19



Difficulty putting together an informed action plan based on real-time epidemiological data

Aon's COVID-19 Employee Impact Model (EIM) provides BLR an estimate of the short-term impact of COVID-19 on your employee population using your census data and real-time updates to help you manage the challenges presented by this pandemic. The model is informed by epidemiologic model sources, reflects social distancing measures taken by local governments, and has separate versions for a U.S. workforce and a global workforce that includes U.S., Canada, Mexico, and key EMEA, APAC, and LATAM countries. Since release in April 2020, the EIM has been used across 100+ employers with sustained interest from both ongoing and new EIM clients.

Key Features of the Model

Now on our "2.0" version, the EIM release includes these features:

- Extended forecast period through the end of 2020 and continued updates into 2021
- Over 50 countries included in the global model
- Visual heat map to reflect the latest COVID-19 risk by geography: Green/Yellow/Red areas
- Ability to calibrate assumptions to emerging client experience (U.S. only)
- New "real-time" epidemic spread metrics and transmission rate scenarios
- Additional visualization and validation charts
- Adjust for essential employees and industry-specific infection exposure
- View population impact by geographic area over time
- Model infection peak for each employer group
- Estimate the number of mild cases, hospitalizations, ICU visits, and fatalities based on specific population demographics
- Model impact of mitigation measures and mitigation end date
- Refine lockdown and mitigation controls by geography, enabling increased insights into the timing of future waves and return to work scenarios

- Estimate healthcare costs associated with testing and treatment (U.S. only)
- Identify medical and pharmacy claims cost offsets (due to utilization reductions during lockdowns and when lockdowns are lifted)
- Estimate employee days lost by case severity
- Estimate cost of time away by case severity, including sick time, short-term disability, caregiving time away, and worker replacement costs (U.S. only)
- Project hypothetical workers' compensation costs for medical and lost time for COVID-19 claims (U.S. only)
- Powered by a cloud-based platform always updated with the latest data and forecasts

Cutting-Edge Data Modeling

The COVID-19 Impact Model forecasts are based on geographic-specific infection rates and advanced epidemiologic models from the U.S. Centers of Disease Control and Prevention (CDC) and The COVID Tracking Project as well as consultation with national carriers and labs.

5.3 Disclosure of Litigation

A Vendor shall include in its Proposal a complete disclosure of any civil or criminal litigation or indictment involving such Vendor. A Vendor shall also disclose any civil or criminal litigation or indictment involving any of its joint ventures, strategic partners, prime contractor team members, and subcontractors. This disclosure requirement is a continuing obligation, and any litigation commenced after a Vendor has submitted a Proposal under this RFP must be disclosed to the BLR in writing within five (5) days after the litigation is commenced.

To the best of our knowledge and belief, this is not applicable to Aon as we do not outsource.

5.5 Vendor's Qualifications

A Vendor shall provide resumes or short biographies and qualifications of all management, supervisory, and key personnel to be involved in performing the services contemplated under this RFP. The resumes shall present the personnel in sufficient detail to provide the Subcommittee with evidence that the personnel involved can perform the work specified in the RFP. A Vendor shall provide a brief history of its company, to include the name and location of the company and any parent/subsidiary affiliation with other entities. If a Vendor is utilizing the services of a subcontractor(s) for any of the service components listed, the Vendor shall include in its proposal response a brief history of the subcontractor's company to include the information requested herein.

Please refer to the appendix for the proposed teams biographies.

A Vendor shall provide:

- *A brief professional history, including the number of years of experience in providing the services required under this RFP or related experience and any professional affiliations and trade affiliations.*
-

Aon Overview

Aon plc (NYSE: AON) is a leading global professional services firm providing a broad range of risk, retirement, and health solutions enabled by data and analytics. Our 50,000 colleagues in 120 countries empower results for clients by using proprietary data and analytics to deliver insights that reduce volatility and improve performance.

Our client-focused approach has brought consistently strong year-over-year growth and stability to our firm. Some highlights of our recent financial performance include:

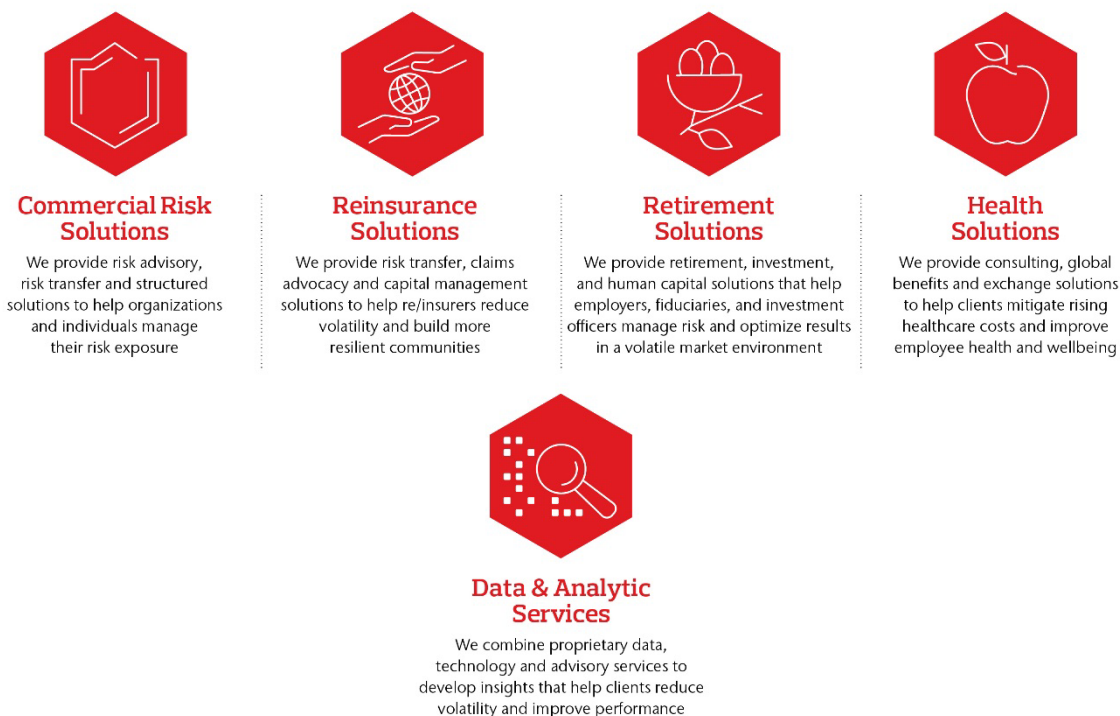


Aon History

Aon is a Gaelic word meaning “oneness.” We chose the name Aon in 1987, and it perfectly captures the essence of our history with roots that go back more than 100 years. Building strength through oneness has been a singular focus for Aon since the modern-day organization was launched with the merger of Ryan Insurance Group and Combined International Corporation in 1982.

Aon’s rapid expansion and success in the global marketplace over the last 30 years is a testament to hard work, organic growth, and investment that is unprecedented in the industry. The power of Aon United is the culmination of a decade-long integration of our capabilities to the deliver the best of our global firm to local clients. From Hudig-Langeveldt, Benfield Group, and Hewitt Associates, to the acquisitions of cut-e, Stroz Friedberg, and The Townsend Group, each has been a building block allowing Aon to better address the needs of our clients.

Aon’s Portfolio of Solutions



■ *A listing of current accounts and the longevity of those accounts.*

A majority of our clients are on a three to five year recurring contact, with most clients renewing at the end of each term. (This does not include project-based contracts).

Due to client agreements, we cannot list our clients by name without consent. If Aon is awarded BLR’s business, you can be assured we will also take this same approach to your privacy.

- *An organizational chart highlighting the names/positions that will be involved in the contract, including the individual who will be primarily responsible for managing the account on a day-to-day basis.*

We are committed to meeting your standards for responsiveness, quality, and stability—and to do so cost-effectively. We achieve this objective by maintaining one of the largest health and benefits consulting practices with 1,800 colleagues, including more than 270 healthcare actuaries and actuarial students.

At the end of the day, it is the combined talents of experienced individual team members who make the difference for our clients. Our client teams are carefully matched to each proposed engagement, with senior consultants leading each team. Our proposed team will offer best-in-class value by providing BLR not only their expertise but also flexibility, openness, and a whatever-it-takes attitude. We have developed a team composed of the members outlined below that will be further supported by our industry-leading analytic tools, databases, and other resources.

The BLR team will consist of the following team members;

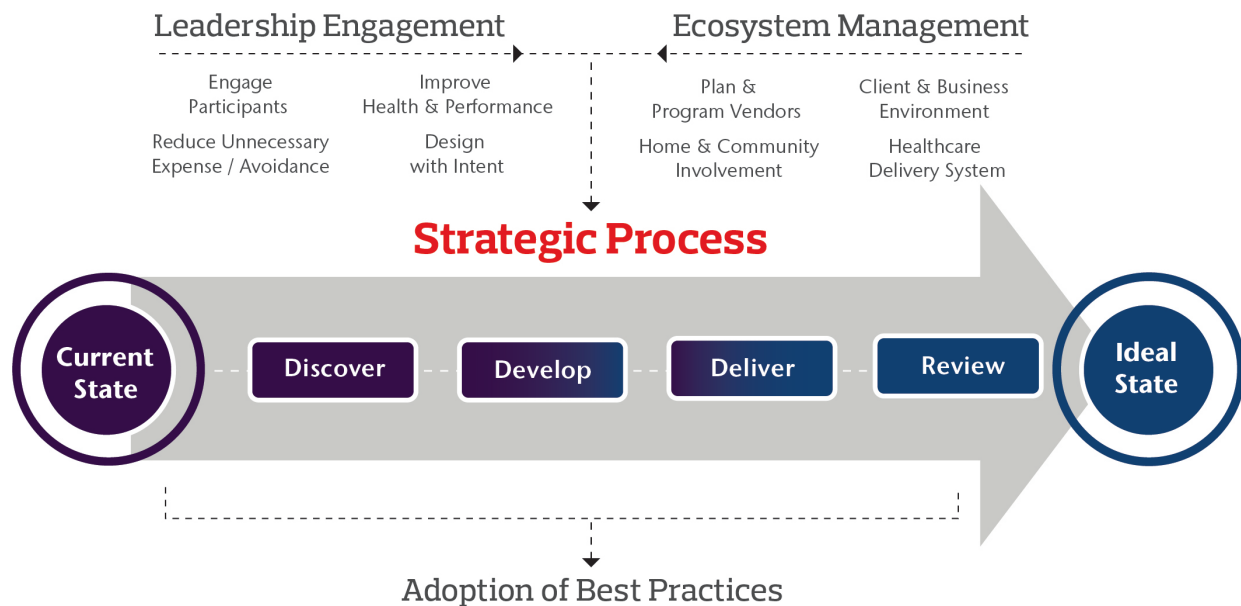


- *A detailed description of the plan for assisting the Subcommittee in meeting its goals and objectives, including how the requirements will be met and what assurances of efficiency and success the proposed approach will provide.*

To meet BLR's short-term and long-term strategic needs, we will deploy our strategic planning tools and benchmarking data. We review your current strategy and work with you on any necessary modifications. This written

strategy links BLR's business and benefits strategies. It includes a mission statement and guiding principles to be used to define ongoing benefits tactical decisions. We revisit this strategy annually and update it based on changes in your business and emerging trends. We frame the strategic process as Discover, Develop, Deliver, and Review:

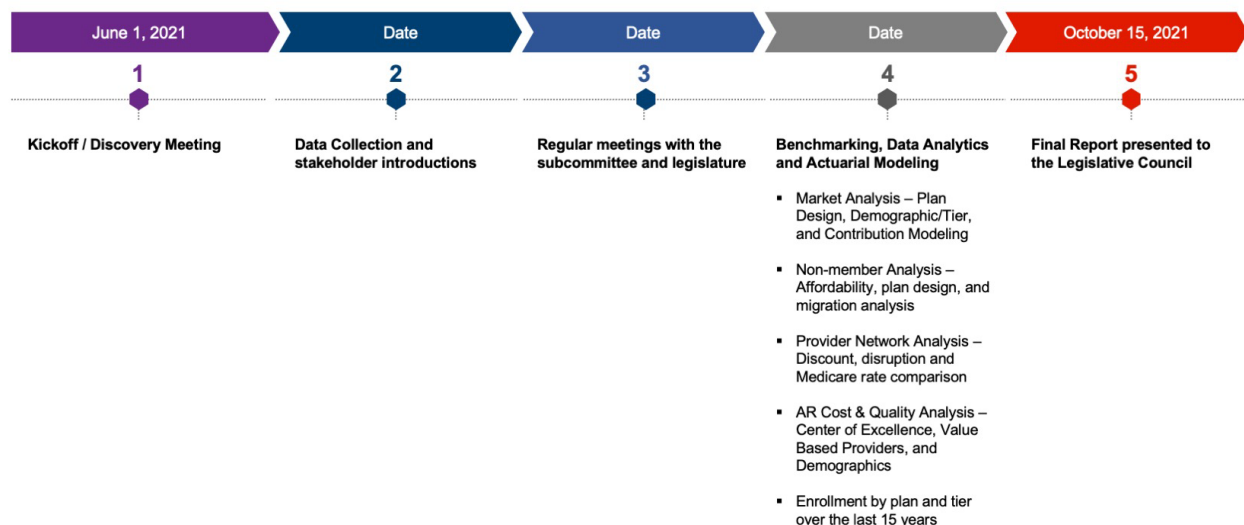
- **Discover:** We will collaborate to explore current state and gathering information on peers, leadership perspectives, and business goals. Strategic priorities are determined, and a plan for how to achieve them begins to form
 - Data Collection and stakeholder introductions
- **Develop:** We will jointly author a plan to define how we will work together.
 - Regular meetings with the subcommittee and legislature
 - Benchmarking, Data Analytics and Actuarial Modeling
- **Deliver:** We work together to bring the analyses to BLR and measure effectiveness
 - Market Analysis – Plan Design, Demographic/Tier, and Contribution Modeling
 - Non-member Analysis – Affordability, plan design, and migration analysis
 - Provider Network Analysis – Discount, disruption and Medicare rate comparison
 - AR Cost & Quality Analysis – Center of Excellence, Value Based Providers, and Demographics
 - Enrollment by plan and tier over the last 15 years
- **Review:** We will seek your input on how we are doing both through informal feedback sessions
 - Final Report presented to the Legislative Council: October 15, 2021



We recognize that a sound strategy must have goals that address employer and employee priorities. As such, the work that happens during this process is grounded in a framework that includes both employer and employee perspectives. Additionally, we recognize the external factors of the community and healthcare system that have a profound influence on your results. Our work with you will take all of these factors into account to produce measurable results for BLR.

- *An indication of the timeframe the Vendor would require to assist the Subcommittee in meeting its goals and objectives.*

Assuming a final contract approval by the Legislative Council on **Friday, May 21, 2021**, key milestones include:



- *A detailed, narrative statement listing the three (3) most recent, comparable contracts (including contact information) that the Vendor has performed and the general history and experience of its organization.*

State of Florida Consulting Experience

In 2017, Senate Bill 7022 was passed by the Legislature directing the Department of Management Services (DMS) to offer four health care plans that reflect decreasing actuarial values of benefits at each level. This modernization would provide choice to enrollees beyond the Standard Health Maintenance Organization (HMO) or Preferred Provider Organization (PPO) and provide alternative compensation for enrollees choosing the lower actuarial value plans. As a result, program enrollees would be able to choose a health plan from more meaningful choices and share in the savings that result from those choices. This effort was undertaken with the guidelines that enrollees could maintain their current plan without an increase in cost nor can the overall modernization effort present additional cost to the State. Total premium rates for the 2019-2020 plan year would be set through the general appropriations process. The State program is an optional benefit for all employees including all state agencies, state universities, the court system, and the Legislature. The State currently contributes approximately 92 percent toward the total annual premium for active non-Medicare employees.

Earlier this year, Aon completed an analysis for the Florida House of Representatives, which included design objectives outlined below:

1. Develop 4 metal tier plan designs of at least 90% Actuarial Value (AV) referred to as Platinum, 80% (Gold), 70% (Silver) and 60% (Bronze). The actuarial value is defined as the total average percentage that the Plan will pay out of the aggregate paid claims. The objective was to offer State employees a choice of insurance coverage that they feel would best meet their individual or family needs.
2. Establish a defined contribution approach that allows employees who choose lower cost options to share in the savings of those options. Given the current healthcare plans are deemed Platinum/Gold (actuarial values greater than 80%), any differentiation from the current to proposed metallic plan design from current levels would then be returned to enrollees through a form of additional compensation.
3. The final objective of the report was to outline the impact of additional compensation on the State's enrollment and provide recommendations to mitigate the risk of new enrollees. Aon developed several scenarios that included financial incentives for employees who have not elected coverage to remain off the State Plan, called opt-out credits.

Additionally, Aon's actuaries modeled the enrollment migration from the higher AV plans into lower AV plans as well as projecting the impact on claims. The migration from the current unenrolled population into one of the State sponsored plans could increase the State's funding considerably and is a fundamental reason opt-out credits were included in our modeled scenarios.

While the opt-out credits are expected to discourage migration into the State sponsored plans, which would significantly increase the plan cost for the State, the opt-out credits themselves represent an additional cost to the State. Aon's scenarios delineated these migration and opt-out credit costs as well as identified potential claims cost reduction due to the lower actuarial value plans. It was important to recognize that any reduction in claims cost or projected efficiency realized by the State would be re-directed to the additional compensation for employees choosing a lower AV plan or opt-out incentives for employees not currently enrolled in a State sponsored health benefit plan.

State of Oklahoma Consulting Experience

Situation

- Client continuously faces *political* budget pressures on the year-over-year increases for their self-insured, Active & Pre-Medicare, medical plans coupled with limited to no wage increases for multiple years for its employees.
- Each year Aon partners with the client and staff to look into cost savings opportunities.

Approach

- Aon assisted with pharmacy RFPs and Rx drug market checks and negotiated stronger rebates and improved contracting terms
- Aon assisted in driving changes to provider contracting driven by our data & analytics review to pinpoint areas of opportunity for savings
- Aon leveraged the Health Value Initiative (HVI), cost benchmarking tool, to compare medical plan costs and average actuarial value of plans across various comparator groups including other States, Large Market Clients, and clients within the state.
- Aon also used the same comparator groups using the SpecSelect, plan design benchmarking tool, to compare plan design features (deductibles, copays, account seeding) and determine where the State might align better with benchmark.

Results

- From 2010 to 2021, Aon's partnership with Staff in developing cost savings strategies allowed them to outpace the national health expenditure, generating estimated savings of \$1.4 billion. This resulted in an average employee premium increase of 3% over that same time period.
- The medical plans remained competitive, and the State was able to provide quality, affordable benefits to its members

State of Kentucky Consulting Experience

Situation

- Each plan year the State is challenged with no rollover of excess funds from prior plan years.
- As a result, the State is challenged with generating savings each year otherwise, the expense falls on the members through higher payroll contributions

Approach

- Aon assisted with medical RFP driving significant network contract savings. In addition, Aon assisted in pharmacy RFPs and Rx drug market checks and negotiated stronger rebates and improved contracting terms
- Aon developed a brand-new plan design platform of offerings, with the strategy to drive enrollment towards the consumer driven health plans.
- Aon leveraged the Health Value Initiative (HVI), cost benchmarking tool, to compare medical plan costs and average actuarial value of plans across various comparator groups including other States, Large Market Clients, and clients within the state.
- Aon also used the same comparator groups using the SpecSelect, plan design benchmarking tool, to compare plan design features (deductibles, copays, account seeding) and determine where the State might align better with benchmark.

Results

- Fiscal budgets have resulted in 2-3% increase to State funding with employee contribution increases ranging from 0-3% since 2014.

■ *At least three (3) references from entities that have recent (within the last three (3) years) contract experience with the Vendor and are able to attest to the Vendor's work experience and qualifications relevant to this RFP.*

The references below speak to our ability to successfully provide these services and projects of similar size, scope, time frame, and complexity as requested by BLR. They also speak to our ability to meet deadlines, deliver work within specified budgets, avoid conflicts of interest, satisfy clients, and validate the work experience of our proposed team.

Client Reference #1

Client Name:	State of Oklahoma
Contact Name:	Dana Dale
Title:	Deputy Director, Internal Audit
Address:	OMES EGID, 2401 N Lincoln Blvd, 3 rd Floor, Oklahoma City, OK 73105
Phone:	405-202-4001 (mobile) 405-717-8775 (office)
Email:	Dana.Dale@omes.ok.gov
Services Provided:	Actuarial consulting services, contracting/RFPs (HMO, Medicare Advantage), negotiations, data analytics, plan design, rate setting and reserves for Life and Health, OBEP valuation and consulting services

Client Reference #2

Client Name:	State of Tennessee
Contact Name:	Laurie Lee
Title:	Executive Director, Benefits Administration
Address:	1900 WRS Tennessee Tower, 312 Rosa L. Parks Avenue, Nashville, TN 37243
Phone:	615-253.2861
Email:	Laurie.lee@tn.gov
Services Provided:	Actuarial consulting services, contracting/RFPs, data analytics, plan design, rate setting and reserves, OBEP valuation and consulting

Client Reference #3

Client Name:	Commonwealth of Kentucky
Contact Name:	Sharron S. Burton
Title:	Deputy Commissioner
Address:	501 High Street, Frankfort, KY 40601
Phone:	502.564.5492
Email:	Sharron.Burton@ky.gov
Services Provided:	Actuarial services, contracting/RFPs (medical, PBM, wellness, FSA/HRA, transparency vendor), support services, contract negotiations, audits, consulting services and compliance.

- *A list of every business for which Vendor has performed, at any time during the past three (3) years, services substantially similar to those sought with this solicitation. Err on the side of inclusion; by submitting an offer, Vendor represents that the list is complete.*

Public Sector Entity	Plan Participants	Actuarial services performed	Date service performed
State of NY	1,100,000	H&B actuarial services	since 2013
State of NJ	825,000	H&B actuarial services	since 2005
State of GA	480,000	H&B actuarial services	10+ years
State of TN	280,000	H&B actuarial services	since 2008
State of KY	265,000	H&B actuarial services	since 2011
State of OK	224,000	H&B actuarial services	since 2006
State of FL	177,000	H&B actuarial services	since 2018
State of VA	150,000	H&B actuarial services	since 1992
State of CO	83,000	H&B actuarial services	since 2018
State of NM	75,000	H&B actuarial services	Since 2020
State of NV	72,000	H&B actuarial services	10+ years
State of WY	36,000	H&B actuarial services	since 2018

▪ *List of failed projects, suspensions, debarments, and significant litigation.*

To the best of our knowledge and belief, Aon does not have failed projects, suspensions, debarments, and significant litigation.

▪ *An outline or other information relating to why the Vendor's experience qualifies in meeting the specifications stated in Section 3 of this RFP.*

Aon is well-positioned to partner with BLR because of our significant experience working with public sector entities. We offer our public sector clients customized, end-to-end solutions designed that impact the following:

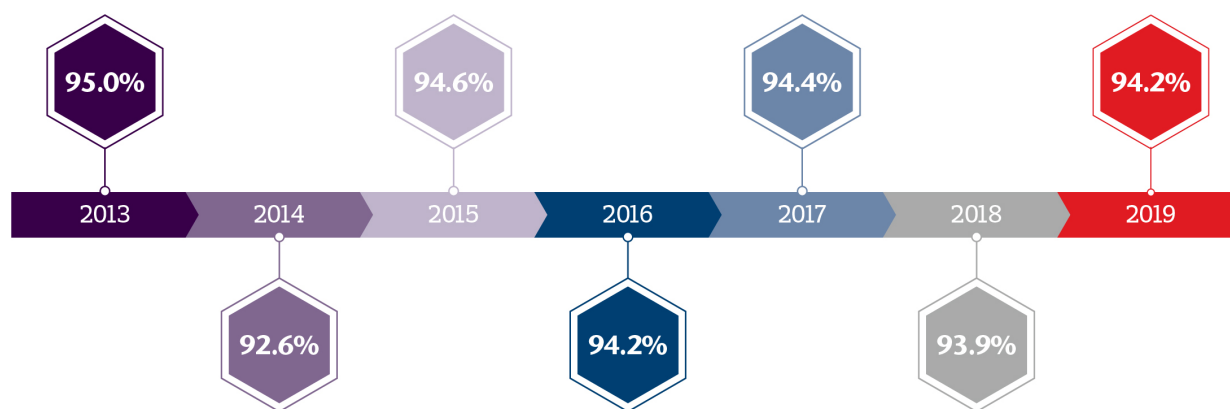
- **Focus on cost reduction, not cost shifting**—Our consulting approach focuses on developing solutions that reduce cost with little or no impact on employees. Key to this focus is our proven ability to help clients change their benefits programs to increase efficiency, program quality, and resulting return on investment. For example, because public employees do not readily accept benefit cuts, we look to strategies such as value-based design, high-quality networks, ACOs, and patient-centered medical homes. These programs can be a “win-win” for employees and employers and they tend to resonate well with state government constituents.
- **Highly experienced account team**—We understand that public sector employers want to know their service team has experience with helping other public sector employers solve similar problems. Your proposed service team is familiar with issues facing public sector employee populations. They will combine that experience with creativity to develop viable solutions and help you navigate necessary channels as you obtain approval.
- **Accomplished actuarial team**—We understand the pressures of your industry and the need to present complicated, detail-oriented information to oversight committees and boards. With decades of experience servicing public sector clients, our actuaries have made hundreds of presentations to committees and boards and know how to clearly articulate complicated results.
- **Significant market leverage and negotiating power**—With our scale of purchasing coverage, we can help you achieve cost savings. We use our substantial market clout with insurance carriers, TPAs, and other vendors to negotiate the best premiums, services, and associated prices for our clients. In addition, we help our clients secure the most advantageous service agreements and performance guarantees by leveraging what we have negotiated for similar public sector entities.
- **Benchmarking & Sharing of Ideas**—Aon’s benchmarking tools and resources provide meaningful information in developing BLR’s short-term and long-term strategic objectives. We understand our public sector clients face similar challenges organize healthcare forums to share ideas and best practices. Partnering with us provides access to Aon’s public sector shared information on topics of particular interest to your industry.
- **Extensive experience working with committees made up of labor, staff, management, and elected officials**—Many public sector benefit programs and vendor selections are overseen by committees. We have extensive experience presenting to and working with joint committees to achieve a positive outcome.
- **Breadth and depth of local and national resources**—We have over 100 consultants working with public sector clients. These industry experts come from a variety of disciplines, including actuarial, legal, underwriting, accounting, clinical, data analytics, customer service, information technology, and management. Many of our colleagues have worked in the public sector across a wide variety of roles. Many of our experts work with private sector clients as well. This diversity of experience allows for the unique opportunity to bring innovative cost management solutions from both the public and private sectors. Finally, our team’s vast expertise allows us to keep BLR informed of legislative and regulatory issues that could present challenges for our public sector clients.
- **Complete objectivity and full disclosure of our fees**—This is critical in the public sector. We conduct business openly and without favor toward any vendor or product. Unlike some brokers, we do not sell any proprietary insurance products, nor are there any financial incentives for us to do so. By doing business this way, we are able to maintain complete objectivity and serve the best interests of our clients. All revenue received for services will be fully disclosed to BLR each year.
- **Thought leadership**—By partnering with us, you will get the benefit of top-tier thought leadership and perspectives customized to BLR’s needs. We keep our clients abreast of what is happening in Washington with our written briefs. We hold forums, in-person seminars, and webinars for clients to learn, share information, and exchange ideas. We give public sector clients the opportunity to tell us about their healthcare plans and programs in our annual surveys, which are shared among public sector respondents. We also share our innovation with public sector clients through our game-changing points of view on the future of healthcare.

A Vendor shall provide information on any conflict of interest with the objectives and goals of the Subcommittee that could result from other projects in which the Vendor is involved. Failure to disclose any such conflict may be cause for Contract termination or disqualification of the response.

To the best of our knowledge and belief, Aon does not have any conflicts of interest with the objectives and goals of the Subcommittee that could result from other projects in which the Vendor is involved.

A Vendor or its subcontractor(s) must list all clients that were lost between March 2018 and the present and the reason for the loss. The Subcommittee reserves the right to contact any accounts listed in this section. A Vendor must describe any contract disputes involving an amount of thirty-five thousand dollars (\$35,000) or more that the Vendor, or its subcontractor(s), has been involved in within the past two (2) years. Please indicate if the dispute(s) have been successfully resolved.

For health solutions, our health and benefits consulting portfolio can be viewed in two components: non-recurring project work and retainer-based annuity relationships. Our client retention percentages for retainer-based relationships are:



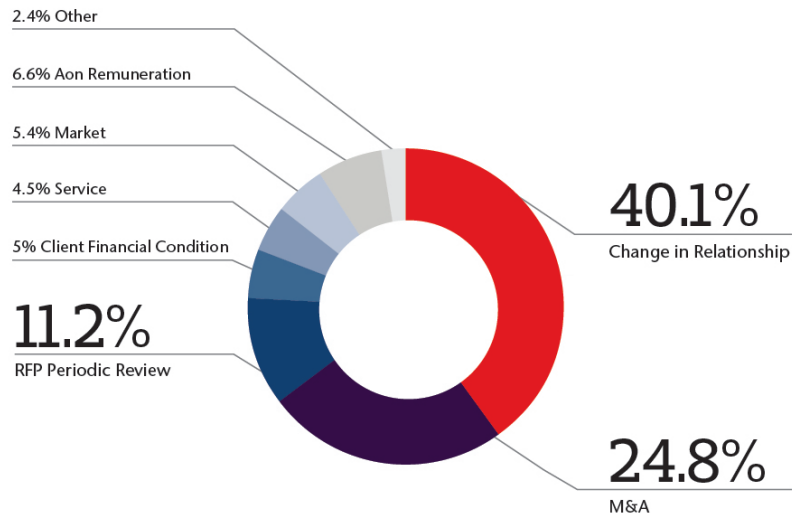
Client Losses

Client losses are typically driven by corporate change (merger, acquisition, dissolution), consolidation of service providers, and competitive bid situations. We are unable to provide names and summary for terminations due to privacy issues.

Largely non-controllable factors, such as mergers/acquisitions and changes in relationship, result in lost business:

Top Reasons Why Accounts Were Lost

Our largest drivers of lost business from 2018 to 2019 continue to be in the areas of RFP periodic review, change in relationship, and mergers & acquisitions (M&A).



5.5.1 Background Investigation

Vendors must allow the BLR to perform an investigation of the financial responsibility, security, and integrity of a Vendor submitting a bid, if required by the Subcommittee.

Aon agrees.

► Appendix

Proposal Signature Page

Illegal Immigrant Contractor Disclosure Certification

Contract Disclosure Form

Team Bios

Sample Aon Contract

PROPOSAL SIGNATURE PAGE

Type or Print the following information:

Prospective Contractor Contact Information

Contact Person: Rebecca Parr Title: Director - Health & Benefits

Phone: (501) 918-4740 Alternate Phone: (501) 454-2894

Email: rebecca.parr@aon.com

Confirmation of Redacted Copy

☐ YES, a redacted copy of proposal documents is enclosed.

☒ NO, a redacted copy of submission documents is not enclosed. I understand a full copy of non-redacted submission documents will be released if requested.

Note: If a redacted copy of the proposal documents is not provided with the Vendor's proposal, and neither box is checked a copy of the unredacted documents will be released in response to any request made under the Arkansas Freedom of Information Act (FOIA).

Illegal Immigrant Confirmation

By signing and submitting a response to this RFP and by certifying online at <https://www.ark.org/dfa/immigrant/index.php/disclosure/submit/new>, the Vendor agrees and certifies that they do not employ or contract with illegal immigrants. If selected, the Vendor certifies that they will not employ or contract with illegal immigrants during the aggregate term of the contract.

Israel Boycott Restriction Confirmation

By checking the box below, the Vendor agrees and certifies that they do not boycott Israel, and if selected, will not boycott Israel during the aggregate term of the contract.

☒ Vendor does not and will not boycott Israel.

An official authorized to bind the Vendor to a resultant contract shall sign below.

The Signature below signifies agreement that any exception that conflicts with the requirements of this RFP will cause the Vendor's proposal to be disqualified.

Authorized Signature:  Title: COO, US Health Solutions

Printed/Typed Name: Deanne Hettich Date: 4/7/2021

TSS Illegal Immigrant Contractor Disclosure Certification

TSS Illegal Immigrant Contractor Disclosure Certification View Submission Details

Disclosure forms are valid for one year.

Vendor: Aon Consulting, Inc.

Tax ID: 2264

Disclosure Statement: I certify that I **DO NOT** employ or contract with an illegal immigrant.

Contact E-mail: jeff.jinks@aon.com

Submitted on: 04-07-21

Valid through: 04-06-22

CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM

Failure to complete all of the following information may result in a delay in obtaining a contract, lease, purchase agreement, or grant award with any Arkansas State Agency.

SUBCONTRACTOR: SUBCONTRACTOR NAME:

☐ Yes ☒ No

IS THIS FOR:

TAXPAYER ID NAME: Aon Consulting, Inc.

☐ Goods? ☒ Services? ☐ Both?

YOUR LAST NAME: JinksFIRST NAME: JeffreyM.I.: T

ADDRESS: 7650 W. Courtney Campbell Causeway, Suite 1000CITY: TampaSTATE: FLZIP CODE: 33607COUNTRY: USA

AS A CONDITION OF OBTAINING, EXTENDING, AMENDING, OR RENEWING A CONTRACT, LEASE, PURCHASE AGREEMENT, OR GRANT AWARD WITH ANY ARKANSAS STATE AGENCY, THE FOLLOWING INFORMATION MUST BE DISCLOSED:

FOR INDIVIDUALS

Indicate below if: you, your spouse or the brother, sister, parent, or child of you or your spouse is a current or former: member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee:

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and how are they related to you? [i.e., Jane Q. Public, spouse, John Q. Public, Jr., child, etc.]	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Relation
General Assembly							
Constitutional Officer							
State Board or Commission Member							
State Employee							

* None of the above applies

FOR AN ENTITY (BUSINESS)

Indicate below if any of the following persons, current or former, hold any position of control or hold any ownership interest of 10% or greater in the entity: member of the General Assembly, Constitutional Officer, State Board or Commission Member, State Employee, or the spouse, brother, sister, parent, or child of a member of the General Assembly, Constitutional Officer, State Board or Commission Member, or State Employee. Position of control means the power to direct the purchasing policies or influence the management of the entity.

Position Held	Mark (✓)		Name of Position of Job Held [senator, representative, name of board/ commission, data entry, etc.]	For How Long?		What is the person(s) name and what is his/her % of ownership interest and/or what is his/her position of control?	
	Current	Former		From MM/YY	To MM/YY	Person's Name(s)	Ownership Interest (%) Position of Control
General Assembly							
Constitutional Officer							
State Board or Commission Member							
State Employee							

* None of the above applies

Contract and Grant Disclosure and Certification Form

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the agency.

As an additional condition of obtaining, extending, amending, or renewing a contract with a state agency I agree as follows:

1. Prior to entering into any agreement with any subcontractor, prior or subsequent to the contract date, I will require the subcontractor to complete a **CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM**. Subcontractor shall mean any person or entity with whom I enter an agreement whereby I assign or otherwise delegate to the person or entity, for consideration, all, or any part, of the performance required of me under the terms of my contract with the state agency.

2. I will include the following language as a part of any agreement with a subcontractor:

Failure to make any disclosure required by Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that Order, shall be a material breach of the terms of this subcontract. The party who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the contractor.

3. No later than ten (10) days after entering into any agreement with a subcontractor, whether prior or subsequent to the contract date, I will mail a copy of the **CONTRACT AND GRANT DISCLOSURE AND CERTIFICATION FORM** completed by the subcontractor and a statement containing the dollar amount of the subcontract to the state agency.

I certify under penalty of perjury, to the best of my knowledge and belief, all of the above information is true and correct and that I agree to the subcontractor disclosure conditions stated herein.

Signature  Title Vice President Date 04/07/2021

Vendor Contact Person Rebecca Parr Title Director - Health & Benefits Phone No. 501-918-4740

Agency use only

Agency Number _____ Agency Name _____

Agency Contact Person _____

Contact Phone No. _____

Contact or Grant No. _____

Team Bios

David Batten, FSA, MAAA, EA

Senior VP Health Consultant

3565 Piedmont Center
One Piedmont Center
Atlanta, GA 30339
Office +1.404.264.3203
Mobile +1.770.362.5467
david.batten@aon.com



Responsibilities

David is a senior vice president at Aon based in Atlanta, Georgia. He is the large market segment leader for the South Region. In this role, he is responsible for development and implementation of our Large Market strategies and solutions for clients and prospects in the south.

David consults in all areas of group health and welfare benefit programs, including mergers and acquisitions, strategy and design, administration, financing, cost management, measurement and data analytics, and evaluation of traditional and evolving healthcare networks. In addition, David is a member of our Regional Health Reform Task Force team, the South Region leadership team, and the Aon Leadership Group.

Experience

David joined the firm in 1994. Before joining the Health Solutions Consulting practice, David belonged to our Retirement practice, where he was responsible for valuations and cost projections for pension and postretirement medical and life plans.

He has also served in several Leadership roles while at Aon, including Atlanta local practice leader and Southeast actuarial practice leader.

Education

David graduated from Wake Forest University with a Bachelor of Science in mathematical economics. He also holds an M.A.S. from Georgia State University.

David is a Fellow of the Society of Actuaries, a member of the American Academy of Actuaries, and a retired Enrolled Actuary.

Mark Brockinton, CIC

CEO – Transportation Executive Sponsor

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Mobile +1.501.773.6275

mark.brockinton@aon.com



Responsibilities

As CEO and practice leader for Aon's Transportation and Logistics practice, Mark's responsibilities include managing a 50-person staff of professional colleagues, all dedicated to the U.S. road transportation industry, and ensuring the best of Aon's expertise and global resources are provided to clients.

In addition, Mark is the national practice leader for Aon's transportation and logistics practice and is charged with the improvement and further development of this important business division.

Experience

In 1987, Mark formed his own retail insurance and consulting firm, S. Mark Brockinton & Associates, Inc. The firm became a dominant factor in the trucking insurance marketplace for Arkansas and nearby states. The firm merged into Aon in 1996, becoming the nucleus for our national transportation and logistics practice. He was the Chief Executive Officer for S. Mark Brockinton & Associates, Inc. from 1987 until 1996. Mark has served as managing director of the Transportation and Logistics practice for Aon Risk Solutions since 1996.

Education

Mark attended the University of Arkansas, in Little Rock, Arkansas.

He is an Advisor to the Board, The Trucking Alliance.

He is a member of the American Trucking Associations, Insurance Task Force Committee.

Mark is an Arkansas Trucking Association, Former Director.

He was a *Risk and Insurance* magazine, 2006 Power Broker.

Phil DeNucci, R.Ph.

Vice President, Pharmacy Services

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Responsibilities

Phil is a vice president within Aon's National Pharmacy practice. In this role, he is responsible for helping self-funded employer, labor, public sector, and coalition accounts manage their pharmacy benefits programs. He also provides support across the organization for product development, new business opportunities, and staff training and support.

Experience

Prior to joining Aon in 2018, Phil's roles include more than 12 years at PCS (now Caremark) and Medco (now Express Scripts), as well as consulting projects with national PBMs and health plans. He led the pharmacy program at Definity Health (now part of United Health) integrating multiple PBM platforms with medical and financial information to support the nation's first integrated consumer-driven healthcare benefits. Client-facing roles over the years include management of self-funded employer, health plan, and union and state employees.

Education

Phil holds a B.S. in pharmacy from the University of Minnesota.

Phil is a career-long member of the Academy of Managed Care Pharmacists and has presented at their national meetings multiple times and served as a member of the Health Information and Technology Advisory Committee.

Colleen Huber, FSA, MAAA

Health Actuary Public Sector

4 Overlook Point

Lincolnshire, Illinois 60069

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colleen.huber@aon.com



Responsibilities

Colleen is a Senior Vice President in Aon's Health Solutions Consulting practice in Lincolnshire, Illinois. Colleen is the leader of the Health Solutions Consulting public sector industry team and leads some of Aon's largest public sector clients. Colleen performs a variety of analyses for clients' health care plans, pharmacy benefit plans, and current employee and retiree plans, including pricing, reserving, strategic design, financial analysis, budgeting, and forecasting.

Colleen has substantial experience dealing with medical and pharmacy products. Additionally, she has measured and analyzed product impact to financial results and set up appropriate reserves. She will be responsible for all deliverables and presentations to the boards and committees.

Experience

Colleen joined Aon in 2006. Colleen's public sector clients are located throughout the country. Prior to joining Aon, Colleen was a health actuary at Great-West Healthcare. Colleen began working in the health and welfare industry, with a focus in both actuarial and consulting disciplines, in 2000.

Colleen's clients are located throughout the country in several different industries, including Public Sector, Healthcare, and Manufacturing. She serves as the account executive and actuarial client lead on the following Public Sector clients: State of Oklahoma, Commonwealth of Kentucky, State of Tennessee, Missouri Department of Transportation, and City of Chicago.

Expertise

Colleen specializes in both public sector and retiree plans, both pre- and post-Medicare. She works with clients to develop the best strategy that is specific to their current situation while taking advantage of market offerings. Colleen serves on Aon's actuarial leadership team serving as the public sector leader. She currently has three large state clients, several large municipalities, and other public sector agency clients.

Colleen is very familiar with the legislative process as it relates to state plans. She has testified in public meetings as well as worked with the elected officers. She has experience in both consulting and on the insurance carrier side. This allows her to understand the insurance capabilities as well as calculating the health insurance risks

Education

Colleen is a Fellow of the Society of Actuaries and a Member of the American Academy of Actuaries.

She graduated from Ball State University with Bachelor of Science degrees in Actuarial Science and minor in Business.

Jeff Jinks

Account Executive Public Sector

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Tampa, FL 33607

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jeff.jinks@aon.com



Responsibilities

Jeff is a Vice President in the Health Solutions Consulting Practice and the Market Development Leader of the Tampa office. He has responsibility for leading client teams, ensuring client satisfaction and retention, as well as developing and delivering solutions across Aon practices.

Experience

Prior to joining Aon in 2001, Jeff worked for 12 years with Prudential, managing a branch as well as a book of benefits clientele. His experience at Prudential also included Corporate Marketing, Training and Development, Affinity Marketing, and Group Benefits. During his 30 years in the industry, Jeff has delivered employee benefits consulting and financial services to clients as well as developed internal and external business strategies.

Jeff's experience with clients crosses industry and practice lines. He has over 30 years of employee benefits experience with both Prudential and Aon. He has been P&C, NASD Securities as well as LA&H licensed during his tenure and has extensive middle market and public sector experience.

Previous to his Tampa Health Solutions Consulting Account and Market Development responsibilities, Jeff led the Aon Consulting U.S. Sales Operations team, integrating our national technology, marketing, practice and sales disciplines. From 2002 to 2006, he led the Southeast Region Sales Team.

Education

Jeff holds a B.S. degree in Industrial Management from Clemson University.

Amanda Brooke Kross, ASA, EA, MAAA

Health Actuary Public Sector

9345 Frangipani Dr
Vero Beach, FL 32963

amanda.brooke.kross@aon.com



Responsibilities

Amanda Brooke is a Vice President in Aon's Health Solutions Consulting practice and financial lead for the Florida market. As an actuary, Amanda Brooke consults with clients regarding many aspects of their employee benefits programs, performing a variety of actuarial analyses, such as: actuarial projections, IBNR calculations, plan design analysis, and contribution strategies.

Experience

Amanda Brooke has 19 years of experience in the design and financing of employee benefit programs. Her actuarial and consulting experience includes pricing, projections, renewal negotiations, claims reserve modeling, Florida 112.08 filings and plan design consulting. Prior to joining Aon in 2006, Amanda Brooke was a retirement and health actuary with Bryan, Pendleton, Swats, and McAllister.

Expertise

Amanda Brooke's expertise is in health and benefits consulting for both middle and large market clients from both the private and public sectors, specializing in Florida-based clients.

Education

Amanda Brooke is a graduate of Vanderbilt University, having earned a Bachelor of Arts degree with a double major in Mathematics and Economics.

She is an Associate of the Society of Actuaries (ASA), an Enrolled Actuary (EA), and a member of the American Academy of Actuaries (MAAA).

Robert 'Neal' Mills, M.D.

Chief Medical Officer

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Portland, OR 97204

Mobile +1.972.540.7655

neal.mills@aon.com



Responsibilities

Neal is a medical director for Aon's Health Solutions Consulting practice. He serves clients across North America to assist them with the strategic and tactical planning and implementation of health programs addressing the increasing challenges of healthcare delivery and finance.

Experience

Neal first began working in the industry in 2000 and has been in the position of National medical director for 2 years.

Neal currently works with American Airlines and Morgan Stanley clients. Approximately 10% of his time will be dedicated to Bank of America.

Prior to joining Aon, Neal was medical director for Moda Health Plan in Oregon, serving individuals, employers, Medicaid, and Medicare in Oregon, Washington, California, and Alaska. Concurrently, he served as chairman of evidence-based best practices of the Oregon Health Leadership Council. The OHLC is a collaborative organization working to develop practical solutions that reduce healthcare costs' rate of increase and premiums so healthcare and insurance are more affordable.

Neal has also spent nearly two decades in the practice of medicine, with a focus on family medicine. That time includes four years at the U.S. Air Force. Neal also served the National Health Service Corp in a medically underserved area.

Expertise

Neal's expertise includes Medicaid and Medicare, Value Based Insurance Designs, Reference Price Programs, Chronic Intensive Ambulatory Care Programs, Medical Homes, Accountable Care Organizations, Risk Sharing Models, Emergency Department Information Exchanges, Specialty Drug Management, Utilization Management Programs, Opioid Management, and Population Health.

Education

Neal earned a Bachelor of Science in biology from University of Texas, Arlington; and M.D. from Saint Matthews University; and an M.B.A. from the University of Tennessee.

He is also a fellow, Academy of Healthcare Management; Diplomate, American Board of Family Medicine; and, fellow, American Academy of Family Physicians.

Dr. Mills is licensed to practice medicine in Oregon, Washington, and Texas.

Rebecca Parr

Local Practice Leader Health Solutions Consulting

315 West 3rd Street
Little Rock, AR 72201
Office +1. 501.918.4740
rebecca.parr@aon.com



Responsibilities

As Executive Director, Health Solutions Consulting for the Transportation and Logistics Practice, Rebecca Parr's expertise includes a consultative approach to driving the needs of her clients. She coordinates the delivery of the Transportation and Logistics Practice overall client services and risk management needs from a benefits, compliance and human resource perspective through the various Aon disciplines.

Expertise includes knowledge of effective underwriting, provider contracting, human resource effectiveness and best practices, employee communication, claims processing, systems coordination and carrier/third party administrator work and systems flow with a strong broking influence on behalf of her clients. Rebecca excels when it comes to her clients with many being with her for twenty-three years.

Prior to joining Aon, Rebecca was the Vice President of Healthsource Arkansas for the Arkansas region. She oversaw sales, marketing and account management for fully insured managed care programs and partially and fully self-funded clients with a membership of over 60,000 member lives.

Experience

- Aon Transportation and Logistics Practice
 - Executive Director, Health Solutions Consulting - 1998 to Present
- Healthsource Arkansas
 - Vice President of Marketing & Account Management - 1993 to 1998
- Independent Benefits Agency
 - Account Executive - 1990 to 1993

Education

B.S. in Public Relations & Advertising and minor in Marketing, Harding University

Kathryn (Himes) Reilly

Senior VP Public Sector

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Chicago, IL 60601

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kathryn.reilly@aon.com



Responsibilities

With nearly 20 years of corporate experience, Katie has led public affairs efforts at two multinational manufacturing and services enterprises. While on assignment in Washington, DC, with Caterpillar Inc., Katie played leadership roles in significant legislative activities including the Affordable Care Act and the Pension Protection Act. She led engagement for Aon at the state, federal and international levels.

Experience

Currently Katie works with public entities, finding solutions to their challenges as health plan sponsors.

Education

In addition to degrees in communication studies from Eastern Illinois University, Katie earned an MBA from Georgetown University, having studied at both the McDonough School of Business and the ESADE Business School in Barcelona, Spain.

JR Shamley, ASA

Time Away Practice Leader

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Waterford Plaza

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jr.shamley@aon.com



Responsibilities

JR is a senior vice president and actuary within Aon's Absence, Disability and Life Management practice. With his strong leadership, financial, and client-focused background, JR is providing consulting services to clients in his current role at Aon and has held various leadership roles at Aon, including Tampa Health Solutions Consulting practice leader, Southeast Region lead on Group Life and Disability services, and in his current leadership role within Absence, Disability & Life Management. He is responsible for driving innovation and technical solutions for Aon's public sector clients.

Experience

Prior to joining Aon in 2004, JR led actuarial, underwriting, and contract teams for three major group life and disability insurance carriers. He has over 25 years of experience in financial and consultative roles within the employer benefit marketplace.

JR has over 20 years of experience in financial and consultative roles within the employer benefit marketplace. He has held various leadership roles at Aon, including Tampa Health Solutions Consulting practice leader and southeast region lead on group life and disability services.

Expertise

JR's expertise includes his active participation in several industry and carrier advisory board for life.

Education

JR received his Bachelor of Science in interdisciplinary mathematics and statistics from Purdue University.

He holds the professional designation of Associate of the Society of Actuaries (ASA).

JR is an active participant and former committee member in the Group Underwriters Association of America, a member of the Gen Re Advisory Board for Life & Disability, and is a Top Employee Benefits Consultant Award Winner for 2011 by *Risk & Insurance* magazine.

Robert L. Simpson

Aon Diversity Solutions

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robert.simpson2@aon.com



Responsibilities

Robert is a director, business development, within Aon's centralized supplier and business diversity platform, known as Aon Diversity Solutions (ADS). He is responsible for leading the implementation of supplier and business diversity best practices to exceed client goals and objectives for diverse supplier engagement across the Central, South and Southeast markets.

Experience

Robert joined Aon in the spring of 2017 to provide a diverse approach to rebranding of the diversity platform across the enterprise and externally through colleagues, diverse suppliers and key non-governmental organizational (NGO) partners.

Prior to joining Aon, he was a brand steward of diverse businesses during his tenure as an emerging marketing and business development executive for several large organizations including Miller Brewing Company, Kraft Foods and Motorola. Robert provides insight to his role as a former MBE and communications and engagement consultant for the North Central MSDC, an affiliate of the National Minority Supplier Development Council (NMSDC). He acts as the Marketing Communications Chair for the Financial Services Roundtable for Supplier Diversity (FSRSD), dedicated to increasing diverse spend in professional services. He also is a proud member of the Chicago D&I Steering Committee.

Expertise

Robert's expertise includes capacity building strategies, integrated marketing communications and sales, plus brand building, both short and long-term. He is known for applying business development best practices refined from his days with a few of the most innovative household names in the CPG and Telecommunications industries to help small and diverse business enterprises adopt successful plans for growth and sustainability. He takes pride in being a mentor and advocate for DBEs. You can routinely see Robert in the marketplace serving as a subject matter expert in supplier diversity at various capacity building engagements across the US in partnership with NGOs and/or when called on with Aon clients to advance their strategies.

Education

Robert earned a bachelor's degree from Marquette University.'

Robert serves on the advisory board for DHK Wellness Strategies and The Hawkins Family Foundation, dedicated to impacting food insecure communities and at-risk children's literacy, respectively.

Wendy M. Smith, MHA

Delivery System Transformation

9442 Capital of Texas Highway North,

Suite 800 Austin, TX 78759

Mobile +1.512.769.1423

wendy.m.smith@aon.com



Responsibilities

Wendy is the National Leader of Delivery System Transformation and a Senior Vice President for Aon Health Solutions based in Austin, TX. Wendy manages key accounts in their value-based care journey focusing on “the how” to deliver on the promise of improved quality, lower cost of care, efficiency and satisfaction for employer sponsored plans.

Wendy brings innovative solutions to clients to thrive in the “new normal” of health care which includes: leveraging clinically integrated networks, ACOS, PCMH/primary care delivery models, direct to employer opportunities, bundled payments, reference-based pricing, managing and implementing the strategy solutions.

Experience

Prior to joining Aon in 2008, Wendy began her health care career on the carrier side having worked with the nation's largest carriers in network contracting and provider relations growing into operations leadership positions and CEO of health plans in the Commercial, Medicare Advantage and Managed Medicaid products. From there, Wendy led a large health delivery system owned health plan, employee plan and the development of a Joint Venture with a carrier on a Medicaid plan and a Commercial product.

Expertise

Wendy's expertise includes value-based contracting and operational implementation, successfully leading numerous clients and systems through the volume to value transition.

Wendy is frequently asked to speak to national audiences on these topics.

Education

Wendy earned her Master of Healthcare Administration from Texas State University in San Marcos, TX.

Kelly Wilson, CPA

Financial Consultant

Virtual

Konawa, OK

Mobile +1.405.659.4060

kelly.wilson3@aon.com



Responsibilities

Kelly is an assistant vice president within Aon's Health Solutions practice. She consults on several large clients focusing on data analytics and financial issues surrounding all types of health and welfare benefit programs for employers. Her responsibilities include working closely with team members to provide healthcare solutions specific to each client's needs.

Experience

Kelly joined Aon in 2018. She has more than 20 years of experience in the health industry with the State of Oklahoma. She worked closely with consulting actuaries developing premium rating for health, dental, life, and disability along with valuations, risk-based capital, and premium deficiencies. Her experience at Aon includes analytics, special projects such as complex case huddles and data warehouse implementations, and financial modeling.

Expertise

Kelly's expertise includes project management, data analytics, and developing direct contract provider reimbursement strategies. Using data analytics, Kelly targets unusual claim payment patterns to implement health plan cost efficiencies. Kelly has consulted with organizations of all sizes and complexity within the following industries: telecommunication, technology, public sector, energy, and construction.

Education

Kelly earned a Bachelor of Science in accounting from the University of Missouri.

Aon Sample Contract

Master Services Agreement

This Master Services Agreement, including the General Terms and Conditions and any Schedules attached hereto or incorporated by reference, (collectively, the "Agreement"), effective the ____ day of _____, 20__ ("Effective Date"), sets forth the terms and conditions related to the provision of consulting services to [Client] and its affiliates (collectively, "Client") by Aon Consulting, Inc. and its affiliates ("Aon").

This Agreement will cover all services provided by Aon to Client ("Services") as documented in a Schedule. In addition, affiliates of Aon may provide Services to Client by executing a Schedule (as defined below) to this Agreement. The General Terms and Conditions of this Agreement may be amended only by a writing signed by the parties. Terms related to specific Services and the fees associated therewith may be added by Schedules. Each statement of work, email, engagement letter, attachment to this Agreement mutually agreed upon between the parties that contains a description of Services constitutes a "Schedule" to this Agreement. Each Schedule shall be deemed to incorporate all of the terms of this Agreement, except as expressly set forth therein. Each Schedule will be a separate agreement between Aon (or an affiliate of Aon) and Client (or an affiliate of Client). Only the entities that sign a Schedule shall be liable for their respective obligations under that Schedule. For the avoidance of doubt, the effective date of each Schedule shall be set forth therein.

Any notices which may be required under this Agreement shall be considered as having been given if mailed by U.S. First Class mail, addressed as follows:

If to Client:

Attn.: _____

If to Aon:

Aon
200 East Randolph Street
Chicago, IL 60601
Attn.: Law Department

IN WITNESS WHEREOF, authorized representatives of the parties have executed this Master Services Agreement:

[Client]

By: _____

Name: _____

Title: _____

Date: _____

Aon Consulting, Inc.

By: _____

Name: _____

Title: _____

Date: _____

General Terms and Conditions

1. Fees and Expenses

- a) Fees for Services shall be charged in accordance with the appropriate Schedules detailing the Services or, if no Schedule or other writing applies, fees will be determined on a time and materials basis in accordance with Aon's standard billing rates and the value of our services based on our time, complexity, and the level of skill and urgency required.
- b) Fees and expenses are due and payable within thirty (30) days of the invoice date. Aon will invoice Client via email, and all payments will be made via electronic payment. Client will promptly notify Aon of any questions regarding invoices so that Aon can expect timely payment. Interest at four percent (4%) per year will accrue after the invoice due date until payment is received.
- c) Client shall pay all reasonable travel and related living expenses incurred by Aon's personnel in performing Services for Client. Miscellaneous costs not directly allocable to Client (including research, knowledge management, information networks, and databases), are added to all service fees at Aon's then standard rate (currently 7%).
- d) Client shall pay any and all taxes, however designated, that are based on this Agreement or on the charges set forth in any Schedule, except for taxes based on the net income of Aon or employment taxes for Aon personnel.

2. Additional Services and/or Change in Services

Client may, at any time, request additions and/or changes to the Services. Such additions and/or changes, including any fees or fee adjustments related to such additions and/or changes, shall be confirmed between the parties and may be documented with a Schedule, an amended Schedule, or other mutually agreeable writing.

3. Term and Termination

- a) This Agreement shall commence on the Effective Date set forth above and shall continue until terminated by either party as provided in Section 3.b) or Section 3.c). Services under a particular Schedule shall commence as of the date indicated on the Schedule and shall continue for the period stated in such Schedule or until terminated by either party as provided in Section 3.b) or Section 3.c).
- b) Either party may terminate this Agreement, any Schedule or any Service for convenience at any time upon sixty (60) days prior written notice to the other party.
- c) Either party may terminate this Agreement, or any Schedule or Service (or any part thereof), for cause upon thirty (30) days prior written notice to the other party, provided that such other party shall have the opportunity to cure any breach within such thirty (30) days.
- d) Upon the effective date of termination, Client will pay Aon for all fees and expenses due hereunder in connection with the terminated Services through the effective date of termination including any unpaid Service implementation fees or expenses and any mutually agreed upon transition assistance extending beyond such termination.
- e) Completion or termination of any Schedule or Service under this Agreement shall not constitute termination of this Agreement, it being the intent of both parties to leave this Agreement in effect until terminated as specified herein. Each Schedule shall terminate upon the earlier of its termination date or the termination date of this Agreement, provided however, if the term of a Schedule extends beyond the termination date of this Agreement, the applicable terms of this Agreement shall extend automatically for such Schedule until such Schedule's termination or expiration date.

4. Delays

Neither party will be in breach of this Agreement or any Schedule as a result of, nor will either party be liable to the other party for, liabilities, damages, or other losses arising out of delays in performance caused by acts of God,

government authority, strike or labor disputes, fires or other loss of facilities, breaches of contract by suppliers or others, telephone system, or Internet service provider or other utility outages, pandemics, epidemics, equipment malfunctions, computer downtime, and similar occurrences outside the control of the party as long as such party is diligently attempting to correct the cause of the delay. During any such delay in performance, the delayed party will implement reasonable work-around plans, computer system disaster recovery, alternate sources, or other commercially reasonable means to facilitate the performance of its obligations under this Agreement until the delay has ended or failure has been corrected.

5. Ownership and Control of Data and Work Product

- a) Aon has created, acquired or otherwise has rights in, and may, in connection with the performance of Services hereunder, employ, provide, modify, create, acquire or otherwise obtain rights in, various concepts, ideas, methods, methodologies, procedures, processes, know-how, and techniques (including, without limitation, function, process, system and data models); templates; software systems, user interfaces and screen designs; general purpose consulting and software tools; websites; benefit administration systems; and data, documentation, and proprietary information and processes ("Aon Information").
- b) All right, title and interest in and to any data, information and other materials furnished to Aon by Client hereunder ("Client Information") are and shall remain Client's sole and exclusive property. Client grants to Aon a license to use such Client Information to provide the Services. Except as provided below, upon full and final payment to Aon hereunder, any Aon work product which the parties expressly agree is created solely and exclusively by Aon for Client to be owned by Client (the "Deliverables"), if any, shall become the property of Client. To the extent that any Aon Information is contained in any of the Deliverables or provided in connection with the Services, subject to the terms of this Agreement, Aon hereby grants to Client a paid-up, royalty-free, nonexclusive license to use such Aon Information solely for Client's internal use in connection with the Deliverables or Services, as applicable.
- c) To the extent that Aon utilizes any of its property, including, without limitation, the Aon Information, in connection with the performance of Services, such property shall remain the property of Aon and, except for the limited license expressly granted in the preceding paragraph, the Client shall acquire no right or interest in such property. Client will honor Aon copyrights, patents, and trademarks relating to Services, Deliverables and Aon Information, and will not use Aon's name or other intellectual property without Aon's prior written consent.
- d) Nothing contained in this Agreement will prohibit Aon from using any of its general knowledge or knowledge acquired under this Agreement (excluding Client's Confidential Information) to perform similar services for others.

6. Confidentiality

- a) For the purposes of this Agreement, "Confidential Information" includes: (i) the terms of this Agreement (including any Schedules); (ii) Client Information; (iii) Aon Information; (iv) oral and written information designated by a party as confidential prior to the other party obtaining access thereto; and (v) oral and written information which should reasonably be deemed confidential by the recipient whether or not such information is designated as confidential. Each party's respective Confidential Information will remain its sole and exclusive property.
- b) Each party will use reasonable efforts to cause its employees to minimize distribution and duplication and prevent unauthorized disclosure of the Confidential Information of the other party. Each party agrees that only employees, contract employees, board members, and outsourced service providers who have a need to know the Confidential Information of the other party will receive such Confidential Information. Aon may disclose Client Confidential Information to Aon affiliates to the extent necessary for the Services; provided, that Aon remains responsible for compliance by any affiliates in receipt of Confidential Information with the terms of this Section. No party will disclose the other party's Confidential Information to a third party without the prior written consent of the other party, which consent may be conditioned upon the execution of a confidentiality agreement reasonably acceptable to the owner of the Confidential Information, except that

either party may disclose the other party's Confidential Information to its legal counsel and auditors. Aon may use Client's Confidential Information in combination with other client data, including the disclosure of such information to third parties on an aggregated and de-identified basis, provided that no such Client Confidential Information is (1) identifiable by Client or a Client employee or (2) attributable to Client. Aon may also disclose Client's Confidential Information to any subcontractor or, as instructed by Client, to any other third party providing services to Client under this Agreement as reasonably necessary for such subcontractor or third party to perform its services, provided that any such subcontractor is subject to a confidentiality agreement. In accordance with applicable legal and disaster recovery requirements, each party may store copies of Confidential Information in electronic archives or backups made in the ordinary course of business which shall not be returned or destroyed but shall remain subject to the restrictions set forth herein.

- c) Confidential Information does not include information if and to the extent such information: (i) is or becomes generally available or known to the public through no fault of the receiving party; (ii) was already known by or available to the receiving party prior to the disclosure by the disclosing party; (iii) is subsequently disclosed to the receiving party by a third party who is not under any obligation of confidentiality to the party who disclosed the information; or (iv) has already been or is hereafter independently acquired or developed by the receiving party without violating any confidentiality agreement with or other obligation to the party who disclosed the information.
- d) The receiving party may disclose Confidential Information of the disclosing party if required to as part of a judicial process, government investigation, legal proceeding, or other similar process, provided that the receiving party has given prior written notice (to the extent legally permitted) of such requirement to the disclosing party. Reasonable efforts will be made to provide this notice in sufficient time to allow the disclosing party to seek, at disclosing party's sole cost and expense, an appropriate confidentiality agreement, protective order, or modification of any disclosure, and the receiving party will reasonably cooperate in such efforts.

7. Representations and Responsibilities

- a) Aon represents that it: (i) shall, at all times during the term of this Agreement, remain in material compliance with all laws and regulations applicable to it as a service provider, including any required licenses, permits, or registrations, necessary for Aon to be able to perform the Services; (ii) shall, to the extent Aon's performance of the Services does not comply in any material respect with the terms of this Agreement and is not due to Client's failure to perform, re-perform any defective or non-conforming Services; and (iii) has no outstanding commitment or agreement to which it is a party or legal impediment of any kind known to it which is likely to limit, restrict, or impair the rights granted to Client hereunder. If a potential conflict should arise, Aon will discuss the situation with Client. The Services are not of a legal nature, and Aon will in no event give, or be required to give, any legal opinion or provide legal representation to Client.
- b) Client will submit to Aon all Client Information in Client's control necessary for Aon to perform the Services covered by this Agreement. Client will maintain in compliance with applicable law any and all benefit plan legal documents related to the Services. Client is responsible for the accuracy and completeness of any and all Client Information that is submitted to Aon. Client agrees to notify Aon as soon as possible of any problems or errors in Client Information submitted. Services performed by Aon in correcting such problems or errors are additional services for which additional fees will be payable.
- c) Except as expressly set forth in a Schedule, Aon is not a fiduciary within the meaning of the Employee Retirement Income Security Act (ERISA) or other legislation. Aon has no discretion with respect to the management or administration of Client's employee benefit plans, and/or control or authority over any assets of Client's employee benefit plans, including the investment of those assets. All such discretion and control remain with Client and other fiduciaries to Client's employee benefit plans.

8. Indemnification

- a) Subject to Section 9, Aon shall indemnify and hold Client harmless from and against any and all damages, losses, liabilities, and expenses (including reasonable attorneys' fees and expenses) (collectively, a "Loss" or "Losses") arising from Aon's failure to comply with the applicable terms and conditions of this Agreement (regardless of whether such Loss is based on breach of contract, tort, strict liability, breach of warranty, failure of essential purpose, statutory liability or otherwise).
- b) Provided that Client promptly notifies Aon of a claim that the Aon Information infringes a presently issued U.S. patent or copyright, Aon will defend such claim at its expense and will indemnify Client for any costs and damages that may be awarded against Client in connection with such claim. Aon will not indemnify Client, however, if the claim of infringement results from (i) use of other than the most recent version of the Aon Information made available to Client by Aon; (ii) Client's alteration of the Aon Information; (iii) use of any Aon Information in combination with other software not provided by Aon; or (iv) use of Aon Information in contravention of this Agreement.
- c) Subject to Aon's indemnity obligations in Section 8(a) and (b), Client shall indemnify, defend, and hold Aon harmless from and against any and all Losses arising from (i) claims made by third parties, including, without limitation, Client's employees, affiliates, and plans with respect to the Services provided hereunder, or (ii) Client's failure to comply with the applicable terms and conditions of this Agreement.
- d) Any claim under this Section 8 must be asserted before the date that is three (3) years following the date the claimant knew or reasonably should have known of the act or omission giving rise to the claim. The parties agree that each party's obligation to indemnify the other pursuant to this Section 8 is subject to each party's agreement to use reasonable efforts to mitigate its own, as well as the other party's, liability, damages, and other losses suffered in connection with and arising out of this Agreement.

9. Liability

- a) If Client suffers Losses (regardless of whether such Loss is based on breach of contract, tort, strict liability, breach of warranties, failure of essential purpose, statutory liability or otherwise) as a result of Aon's breach of its obligations hereunder with respect to Services performed pursuant to a Schedule, Aon will be liable to Client for Losses incurred by Client during each sequential 12-month period in which the applicable Schedule is in effect, commencing as of the first day of the provision of services thereunder ("Schedule Year") up to an amount equal to the total fees paid or to be paid for such Schedule Year under the applicable Schedule.
- b) The limitations on Aon's liability contained in Section 9(a) will not apply to Losses arising from: (i) Aon's willful, fraudulent or criminal misconduct; (ii) Aon's breach of the confidentiality provisions of this Agreement resulting in unauthorized use, access or disclosure of Confidential Information; (iii) bodily injury, including death, or damage to tangible personal or real property incurred while Aon is performing the Services and to the extent caused by the negligent or willful acts or omissions of Aon's personnel or agents in performing the Services; or (iv) the infringement of the proprietary rights of a third party by use of the Aon Information contemplated hereunder.
- c) In no event will either party be liable to the other party for incidental, consequential, special, or punitive damages (including loss of profits, data, business or goodwill, or government fines, penalties, taxes, or filing fees), regardless of whether such liability is based on breach of contract, tort, strict liability, breach of warranty, failure of essential purpose, statutory liability or otherwise, and even if advised of the likelihood of such damages.
- d) Notwithstanding the foregoing, as applicable to the Client and the Services, Aon will not be liable to Client for any amounts for which Client or any of its employee benefits plans would have been responsible to pay irrespective of any act, error or omission by Aon, including interest adjustments.
- e) To the extent permitted by law, all claims and Losses between the Parties relating to, directly or indirectly, or arising from this Agreement (including the Services), however caused, regardless of the form of action and

on any theory of liability, including contract, strict liability, negligence or other tort, shall be brought under this Agreement and shall be subject to the terms of this Agreement.

10. Dispute Resolution

- a) Except as provided in Section 13.h), the following procedures shall be used in the event of any dispute or controversy arising out of or relating to this Agreement. All negotiations between the parties conducted pursuant to the dispute resolution process described herein (and any of the parties' submissions in contemplation hereof) shall be kept confidential by the parties and shall be treated by the parties and their respective representatives as compromise and settlement negotiations for purposes of the applicable court rules of evidence.
- b) The parties shall attempt in good faith to resolve any dispute arising out of or relating to this Agreement promptly by negotiation between executives who have authority to settle the controversy and who are at a higher level of management than the persons with direct responsibility for administration of this Agreement. Either party may give the other party written notice of any dispute not resolved in the ordinary course of business. Within fifteen (15) days after delivery of the notice, the party receiving the notice shall submit to the other a written response.
- c) Within thirty (30) days after delivery of the notice, the designated executives shall meet at a mutually acceptable time and place, and thereafter as often as they reasonably deem necessary, to attempt to resolve the dispute. All reasonable requests for information made by one party to the other shall be honored in a timely fashion.
- d) If the matter in dispute has not been resolved within sixty (60) days after delivery of the notice, or if the parties fail to meet within thirty (30) days, the dispute shall be referred to more senior executives who have authority to settle the dispute and who shall likewise meet in an attempt to resolve the matter in dispute. If the matter has not been resolved within thirty (30) days after it has been referred to the more senior executives, or if no meeting of such senior executives has taken place within fifteen (15) days after such referral, either party may seek alternative legal remedies as it deems appropriate.

11. Insurance

- a) **Coverage.** Aon shall maintain, at all times during the term of this Agreement, the following minimum insurance coverages and limits:
 - i) Workers' Compensation and related insurance as prescribed by the law of the state in which the Services are to be performed;
 - ii) General Liability in the amount of \$1,000,000 per occurrence and \$2,000,000 in the aggregate;
 - iii) Professional Liability in the amount of \$1,000,000 per claim and in the aggregate; and
 - iv) Network Security and Privacy Liability, either as a separate policy or as part of the Professional insurance policy, in the amount of \$1,000,000 per claim and in the aggregate.
- b) **Best Rating.** Aon will place such insurance with carriers possessing a B+VII or better rating, as rated in the A.M. Best Key Rating Guide for Property and Casualty Insurance Companies.

12. Successors and Assigns

This Agreement shall inure to the benefit of and be binding upon the successors and permitted assigns of Aon and Client. Neither party may assign its rights or obligations hereunder without the prior written consent of the other party, which consent shall not be unreasonably withheld or delayed, except a party may assign its rights and obligations to an affiliate entity controlled by, controlling, or in common control with the assigning party.

13. Miscellaneous

- a) The headings used herein are for convenience only and will not affect the interpretation of this Agreement.
- b) This Agreement has been entered into for the sole benefit of Client and Aon, and in no event will any third-party benefits or obligations be created thereby.
- c) This Agreement and any Schedule hereunder may be executed in two or more counterparts, each of which will be deemed an original for purposes of this Agreement or the Schedule.
- d) The relationship between the parties is that of independent contractors. Nothing in this Agreement will be deemed or construed to create a joint venture, agency, or partnership between the parties for any purpose or between the partners, officers, members, or employees of the parties by virtue of either this Agreement or actions taken pursuant to this Agreement. Aon personnel will remain Aon's employees for all purposes, including, but not limited to, determining responsibility for all payroll-related obligations.
- e) Aon may enter into subcontracts to perform a portion of the Services under this Agreement provided that Aon shall remain responsible for the acts or omissions of such subcontractors as if such subcontracted activities had been performed by Aon.
- f) Aon may include Client and its trademarks and logos on Aon's customer lists, proposals and other communications not intended for general distribution.
- g) It is expressly understood and agreed that the obligations of Sections 5, 6, 8, 9, 10, 12, and 13 herein, as well as all payment obligations arising on or before the date of termination or expiration of the term of this Agreement, will survive the termination or expiration of this Agreement.
- h) Each party acknowledges that its failure to comply with the confidentiality and ownership provisions will cause the aggrieved party irreparable harm for which the aggrieved party may not have any adequate remedy at law, and that the aggrieved party shall be entitled to seek equitable relief, including injunction and specific performance, as a remedy for any actual or threatened breach of the confidentiality or ownership provisions of this Agreement..
- i) In the event of any action to construe or enforce this Agreement or any portion thereof, the prevailing party will be entitled to recover, in addition to any charges fixed by the court, its costs and expenses of suit, including reasonable attorneys' fees and expenses.
- j) If any provision of this Agreement or portion thereof is declared invalid, the remaining provisions will nevertheless remain in full force and effect.
- k) In the event any terms of any Schedule conflict with the terms contained in these General Terms and Conditions, the terms of such Schedule will prevail.
- l) This Agreement will be construed and enforced in accordance with the internal laws and judicial decisions of the State of New York, excluding its conflict of laws rules that would refer to and apply the substantive laws of another jurisdiction. To facilitate judicial resolution and save time and expense, the parties irrevocably and unconditionally agree not to demand a trial by jury in any action, proceeding or counterclaim arising out of or relating to the Services or this Agreement.
- m) This Agreement, including any Schedules and the materials incorporated herein from time to time, constitutes the entire agreement of the parties and supersedes all previous oral or written negotiations and agreements relating to the subject matter hereof (including the subject matter of such Schedules). For the avoidance of doubt, this Agreement also supersedes the terms and conditions in any purchase order, engagement letter or general consulting services agreement between Aon and Client regarding the Services covered by this Agreement unless Aon and Client expressly agree that the terms of such orders, letters or agreements shall control over this Agreement. There have been no representations or statements, oral or written, that have been relied on by any party hereto except those expressly set forth herein.

[End of Document]

About Aon

Aon plc (NYSE:AON) is a leading global professional services firm providing a broad range of risk, retirement and health solutions. Our 50,000 colleagues in 120 countries empower results for clients by using proprietary data and analytics to deliver insights that reduce volatility and improve performance.

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