



West Virginia Higher Education Policy Commission

1018 Kanawha Boulevard, East, Suite 700

Charleston, West Virginia 25301

www.hepc.wvnet.edu

WEST VIRGINIA HIGHER EDUCATION POLICY COMMISSION

**REQUEST FOR PROPOSALS (RFP) FOR
PROFESSIONAL CLASSIFICATION AND COMPENSATION SERVICES**

RFP NUMBER 15191

Table of Contents

Section 1	General Information.....	2
Section 2	Eligibility Requirements	4
Section 3	Introduction	4
Section 4	Job Spec. Dev., Comp. Market Study and Salary Structure Design	4
Section 5	Supporting Software or Software Service	6
Section 6	Design of Reporting Structure for Compensation Information	6
Section 7	Description of WV Higher Education’s Organization	8
Section 8	Responsibility and Oversight	9
Section 9	Project Background	9
Section 10	Classified Employee Category Description	9
Section 11	Proposal Instructions, Content and Evaluation	10
Section 12	Other Requirements	13
Section 13	General Terms and Conditions	13
Section 14	Other Information	14

Appendices

Appendix 1 Project Background

Appendix 2 Enrolled Committee Substitute for SB 439

Exhibits

Exhibit A – Instruction to Bidders

Exhibit B – Terms & Conditions

Exhibit C – Agreement Addendum (WV-96)

Exhibit D – Purchasing No Debt Affidavit

Exhibit E – Vendor Registration and Disclosure Form (WV-1A)

Exhibit F – Request for Taxpayer Identification (W-9)

Questions will be received until 5:00PM, EST, April 24, 2015

Proposals will be received until 3:00PM, EST, May 13, 2015

Section 1: General Information

1.1 Purpose. The West Virginia Higher Education Policy Commission (WVHEPC) and the West Virginia Council for Community and Technical College Education (CCTC) jointly (referenced herein as “the system”) are accepting proposals for professional classification and compensation services. The system is requesting competitive bids to accomplish the work described herein. **The compensation market study and resulting salary structure described in Sections 3.2.1, 3.2.2 and 3.3.3 must be completed by December 15, 2015. Remaining deliverables may be completed based on a reasonable schedule recommended by the successful consultant.**

1.2 Schedule of Events.

Release of RFP: April 15, 2015
Question Deadline: 5:00 PM EST, April 24, 2015
Addendum/Response to Questions: May 1, 2015
Proposal Due Date: 3:00 PM EST, May 13, 2015

1.3 Bidder’s Point of Contact. The sole point of contact for questions, clarification, and inquiries concerning this Request for Proposal (RFP) is:

Mary Blashford, Director of Procurement
West Virginia Higher Education Policy Commission
1018 Kanawha Boulevard East, Suite 700
Charleston, WV 25301
Phone: 304.558.0281 Ext. 241
Fax: 304.558.0259
Email: mblashford@hepc.wvnet.edu

A Bidder, or anyone acting on a Bidder’s behalf, may not make any contact whatsoever with any member of the Evaluation Committee concerning the requested services, terms or conditions set forth in the RFP. Violation of this clause may result in the rejection of the bid.

Only written information, interpretations and instructions issued by the Director of Procurement will be considered official. Bidders shall not rely on oral interpretations, information and instructions.

1.4 Posting of Information. This RFP and any addenda, including answers to questions, will be posted on the webpage address listed below. It is the vendor’s responsibility to check this webpage for current information regarding this RFP.

<http://www.wvhepc.edu/resources/purchasing-and-finance/>

1.5 Questions and Answers. Questions concerning this RFP will be received in writing (via email is acceptable) by the Director of Procurement until the deadline identified above. Only questions or requests for information received by the Director in writing will be considered

official and receive a written response. Any/all questions will be answered by addendum and posted to the purchasing webpage identified in 1.4 above. It is the Potential Bidder's responsibility to check the webpage above for current information regarding this RFP. When submitting questions, please reference RFP 15191 in the subject line of the email. In addition, questions submitted in an attachment should be provided as a MS Word document, not in PDF format.

1.6 Proposal Submission. Please deliver an original and five (5) copies (plus a complete copy in PDF format on a thumb drive) of the proposal in a sealed opaque envelope or package to the following address on or before 3:00 PM EST, May 13, 2015:

Director of Procurement
RFP 15191
West Virginia Higher Education Policy Commission
1018 Kanawha Boulevard East, Suite 700
Charleston, WV 25301

The outside of the envelope or package(s) should be clearly marked:

Director of Procurement, WVHEPC
RFP # 15191
Bid Due Date: May 13, 2015

Proposals received after the due time and date will not be considered and will be returned unopened. It is the Bidder's (Proposer's) sole responsibility to ensure timely delivery.

1.7 Interviews. Discussions and interviews may be held with Bidders under final consideration prior to making a selection for award; however, the RFP may be awarded without such discussions or interviews. In the event that mutually acceptable terms cannot be reached within a reasonable period with the most advantageous firm, HEPC reserves the right to undertake negotiations with the next most advantageous firm, etc., without starting a new procurement process.

1.8 Oral Statements and Commitments. Any oral representations made or assumed to be made during discussions held between the Bidder's representatives and WVHEPC personnel are not binding. Only the information issued in writing and added to the RFP specifications file by an official written addendum are binding.

1.9 Rejection of Proposals. WVHEPC shall select the best value solution according to the evaluation criteria. However, the Director of Procurement reserves the right to accept or reject any or all proposals, in part or in whole at her discretion. The Director reserves the right to withdraw this RFP at any time and for any reason. Submission of, or receipt by the Director confers no rights upon the Bidder nor obligates WVHEPC in any manner.

1.10 Pricing. A proposal will not be considered for award if the price in the proposal was not arrived at independently without collusion, consultation, communication, or agreement as to any matter relating to such prices with any other offer or with any competitor. The price(s) quoted in the Bidder's proposal will not be subject to any increase and will be considered firm for the life of the contract unless specific provisions are provided for adjustment in the original contract.

1.11 Proposal Preparation Costs. Neither WVHEPC nor any of its employees or officers shall be held liable for any expenses incurred by any bidder responding to this RFP, including expenses to prepare or deliver the proposal or attend any oral presentation.

Section 2: Eligibility Requirements

2.1 Ineligible Bidders. Current employees of the WVHEPC, and the CCTC are considered Ineligible Bidders and shall be excluded from consideration.

2.2 Participation. WVHEPC encourages participation by Historically Black Colleges and Universities and other minority institutions, as well as small businesses owned and controlled by socially and economically disadvantaged individuals.

Section 3: Introduction

3.1 The West Virginia Higher Education Policy Commission (WVHEPC) and the West Virginia Council for Community and Technical College Education (CCTC) jointly (referenced herein as “the system”) are accepting proposals for professional classification and compensation services. The system is requesting competitive bids to accomplish the work described herein. **The compensation market study and resulting salary structure described in Section 1, paragraphs A, B and C must be completed by December 15, 2015. Remaining deliverables may be completed based on a reasonable schedule recommended by the successful consultant.**

3.2 Work required by this proposal must be completed using industry best practices and sound compensation principles. The proposal must include sufficient detail, such as work phases, work plans, specific deliverables, communications plan, reports provided and timelines by phase. Consultants are encouraged to include proposals for related or alternative services that improve efficiencies, provide better results, reduce costs or improve the system’s ability to manage compensation structures in the future. Separate optional pricing must be provided.

3.3 Consultants are strongly encouraged to read the attached appendices to gain an understanding of the background and goals for this project.

Section 4: Classified Employee Job Specification Development, Compensation Market Study, and Salary Structure Design

4.1 Review documentation representing jobs in the classification system and facilitate or draft job specifications necessary to update and manage the system.

4.2 Review previously selected benchmark titles. Make recommendations to change jobs identified as benchmarks if necessary to ensure those selected appropriately represent the classified jobs of system organizations and meet best practice standards for compensation management.

4.3 Conduct compensation market study using appropriate markets (local to national) for the variety of classified positions of the organizations in the public higher education system. Design appropriate compensation structure and provide recommendations for salary structure program implementation and establishment of minimum salary levels for classified positions.

4.4 Validation Analysis of Integrated Point Factor Methodology

4.4.1 Conduct analysis of the existing point factor methodology to measure validity against applicable compensation markets and determine the effectiveness of the system for classifying jobs. The goal is to ensure that integration of the point factor method of classification with the market pricing of benchmark jobs produces a system that is both internally equitable and externally competitive. Recommend modification of the existing methodology, if needed. The existing point factor methodology is used for job evaluation for classified positions only.

4.4.2 Prepare a draft report that includes, but is not limited to, findings, recommendations and supporting documentation regarding the effectiveness of the point factor methodology, a determination of whether it should be maintained, the status of the job evaluation plan, the factors used to classify jobs or their relative values and a determination of whether the plan should be maintained, adjusted or replaced.

Reference to this requirement in West Virginia Code: §18B-7-8(b) et seq.

4.5 Design program documentation and training materials. Provide guidance, documentation and training for employees charged with conducting job analysis and compensation management in best practices for job evaluation and market pricing.

4.6 Work with the Vice Chancellor for Human Resources and institutional representatives to identify market considerations to ensure jobs at all organizations are priced using best practices and appropriate markets. Identify geographic differentials, unusual market demands and low labor supply and other relevant factors that may affect an organization's ability to attract and retain qualified classified employees. Recommend processes, programs or alternative compensation structures to ensure identified factors are remedied using best practices.

4.7 Develop compensation options or programs to consider performance and other objective measurable factors. Include consideration for, but do not limit consideration to technical expertise, educational attainment, incentive pay, merit pay, years of experience in higher education, experience above position requirements and or other compensation programs and methods applicable or best suited for the system. Recommend when method or consideration should be given, such as during the hiring process or during a performance review.

4.8 Facilitate and develop a system-wide pay philosophy that attracts, rewards, retains and fairly compensates classified employees of the 22 organizations in the public higher education system of West Virginia.

4.9 Draft recommended guidelines for implementation and maintenance of the classification and compensation program. Include recommended processes with frequencies necessary to ensure the system is maintained based on best practices and applicable laws or regulations.

Options include but are not limited to reviewing job families, ensuring job descriptions are current, determining appropriate career ladders, establishing criteria for career progression along career ladders and achieving and maintaining appropriate levels of employee dispersion through pay ranges. Provide a model policy to serve as a uniform guide for the 22 public colleges and universities in development of a policy for implementation at the campus level.

Section 5: Supporting Software or Software Service

5.1 The Commission and Council desire to purchase software, or software-as-a-service to support development of job specifications, to conduct job evaluation, to conduct annual market survey updates, and to maintain compensation structure(s) developed as a result of this project.

5.2 Bids for purchase of software or software-as-a-service to maintain the classification and compensation systems created by the consultant must include appropriate implementation, training, and user costs as well as annual renewal costs.

5.3 The system requires pricing based on two options. 1) Access and use only by the Human Resources Division of the Commission and Council. 2) Full system access and use by the Human Resources Division of the Commission and Council with limited access and use by the additional 20 organizations of the system.

5.4 West Virginia Code requires the public higher education system use an external consultant to conduct a compensation market study every five years. The software should allow the system to maintain the classification and compensation program annually between the required externally conducted compensation studies.

Section 6: Design of Reporting Structure for Compensation Information

6.1. West Virginia Code requires public colleges and universities to annually report a comparison of compensation to market averages established by each institution for the three categories of employees. The Commission and Council require the bidder to develop a reporting format or method to be used uniformly by the 19 colleges and universities, the Commission, the Council and WVNET to meet statutory reporting requirements.

6.2. Design and develop guidelines for annual reporting of compensation data to the Commission and Council for all categories of employees. The system includes three categories: classified, non-classified and faculty.

6.3. Reporting programs or methods must be applicable to a single organization and capable of “rolling up” for inclusion in a group of similar organizations, a single system of higher education, and finally combined to a statewide system that includes all entities under the purview of the Commission and Council.

6.4. The reporting program or method must include a reporting format and executive summary for annual reporting to the Legislature by the Commission and Council. The Bidder is to include a process to interpret and report compensation data to college and university presidents, governing boards, and the Legislature that meets the requirements of West Virginia Code.

Citations from West Virginia Code that reference this reporting requirement include:

- As a responsibility of the Vice Chancellor for Human Resources: §18B-4-2a(e)(8)
- As a separate annual report to the Legislative Oversight Commission on Education Accountability: §18B-7-8(a)(1)(B);
- As system metric elements of the annual Human Resources Report Card: §18B-7-8(a)(2)(D)(i) and (ii);
- As an intent of the Legislature for the Classified Classification and Compensation System: §18B-9A-1(c);

These sections of West Virginia Code are included in the attached Appendix B.

6.5 The following describes the system's role in compensation management for the three employee categories.

6.5.1 **Classified:** West Virginia Code requires the Commission and Council to design and maintain a uniform system of classification and compensation applicable to classified employees at all 22 organizations under their purview. The organizations are required to pay classified employees at least the established minimum level of pay for each pay grade. Organizations may manage compensation for classified employees based on the rules established by the system. Organizations are required to establish a classification and compensation policy that is compliant with the joint classification and compensation rule of the Commission and Council, and with legislative intent. Although the classification system must be uniform and consistently applied, the salary levels of classified employees are not required to be consistent across system organizations.

6.5.2 **Non-classified:** The Commission and Council have no requirement to design or maintain a uniform system of classification or compensation for the category of non-classified employees. However, the 2015 changes in statute (Senate Bill 439) allow organizations of the Commission and Council to request assistance from the Vice Chancellor for Human Resources with developing classification and compensation programs for their non-classified employee group. Whether the organization requests assistance, designs their own programs, or continues with existing methods for titling and compensation, organizations are required to annually report to the Commission and Council a comparison of non-classified employee salaries to market averages for non-classified employees. Non-classified compensation administration must be addressed in the organizations' salary policy approved by its governing board.

6.5.3 **Faculty:** The Commission and Council have no requirement to design or maintain a uniform system of classification or compensation for the category of faculty employees. Public colleges and universities may request assistance from the Vice Chancellor for Human Resources with developing faculty classification and/or compensation programs. However, each has the autonomy to establish compensation programs or practices for faculty, including instructional faculty, research faculty, and faculty equivalent academic/administrative professionals. There is no central oversight or recommendation for faculty pay levels. Faculty compensation administration must be addressed in the organization's salary policy approved by its governing board.

Section 7: Description of West Virginia Higher Education's Organization

7.1 Twenty-two organizations make up the State supported systems of higher education in West Virginia. The Commission is responsible for developing, establishing, and overseeing the implementation of public policy for West Virginia's 10 public four-year colleges and universities, including medical and law schools. The Council is responsible for the delivery of community and technical college education provided by the state's nine two-year institutions. The Commission and Council are responsible and accountable to the Legislature.

7.2 The offices of the Commission, Council and the West Virginia Network for Educational Telecomputing (WVNET) are considered three of the organizations included in this project. The offices of the Commission and Council are located in Charleston, West Virginia while WVNET is located in Morgantown, West Virginia.

7.3 In addition to the three preceding organizations, the 19 colleges and universities under the jurisdiction of the Commission and Council are listed below:

Commission: Four-Year Institutions/Organizations

1. Bluefield State College, Bluefield, West Virginia
2. Concord University, Athens, West Virginia
3. Fairmont State University, Fairmont, West Virginia
4. Glenville State College, Glenville, West Virginia
5. Marshall University, Huntington, West Virginia
(Marshall University includes the Joan C. Edwards School of Medicine in Huntington, West Virginia and branch campuses in South Charleston and Point Pleasant, West Virginia)
6. Shepherd University, Shepherdstown, West Virginia
7. West Liberty University, West Liberty, West Virginia
8. West Virginia State University, Institute, West Virginia
9. West Virginia School of Osteopathic Medicine, Lewisburg, West Virginia
10. West Virginia University Morgantown, West Virginia
(West Virginia University (WVU) includes a School of Medicine headquartered in Morgantown with satellite locations in Charleston and Martinsburg, West Virginia. Additionally, WVU includes two branch campuses: Potomac State College of WVU in Keyser, West Virginia and West Virginia University Institute of Technology in Montgomery, West Virginia.)

Council: Two-Year Institutions/Organizations

1. Blue Ridge Community and Technical College, Martinsburg, West Virginia with a center in Berkeley Springs, West Virginia
2. BridgeValley Community and Technical College, Montgomery and South Charleston, West Virginia
3. Eastern West Virginia Community and Technical College, Moorefield, West Virginia
4. Mountwest Community and Technical College, Huntington, West Virginia

5. New River Community and Technical College, Beckley, West Virginia with branch campuses in Lewisburg, Princeton, and Summersville, West Virginia
6. Pierpont Community and Technical College, Fairmont, West Virginia with branch campuses in Clarksburg and Bridgeport, West Virginia
7. Southern West Virginia Community and Technical College, Mount Gay, West Virginia with branch campuses in Williamson, Saulsville, and Foster, West Virginia and a center in Hamlin, West Virginia
8. West Virginia Northern Community College, Wheeling, West Virginia with branch campuses in Weirton and New Martinsville, West Virginia
9. West Virginia University at Parkersburg, Parkersburg, West Virginia with a branch campus in Ripley, West Virginia

Section 8: Responsibility and Oversight

8.1 The Vice Chancellor for Human Resources in conjunction with the Compensation Planning and Review Committee is responsible for oversight of the project. In addition, for the purposes of obtaining documentation or clarity of information provided, the consultant may work directly with Chief Human Resources Officers and or compensation professionals at the individual colleges and universities.

Section 9: Project Background

9.1 It is important for consultants who may have reviewed the Request for Information publicized earlier by the Commission and Council in preparation for this project to recognize that new legislation (Senate Bill 439) passed in March 2015 reduced the scope of this Request for Proposal as compared to the earlier Request for Information. Consultants are expected to review the project background detailed in Appendix A carefully before submitting bids. Additionally, Appendix B represents a full copy of Senate Bill 439 approved and signed into law by the Governor.

Section 10: Classified Employee Category Description

10.1 In total, the West Virginia higher education system employs approximately 12,250 (headcount) full-time and part-time regular employees. All fall into one of three categories: classified; non-classified; or faculty.

10.2 Of the 12,250 total employees, approximately 5,100 are full-time and part-time regular classified employees; approximately 1,800 are full-time and part-time regular non-classified; and approximately 5,350 are full-time faculty. These numbers include filled positions as of October 2014.

10.3 The scope of Section 3 related to a uniform system of classification and compensation covers only the 5,100 classified employees. Additional information about the existing classified employee job evaluation and compensation program follows.

10.3.1 Classified Employees (5,100 full-time and part-time employees)

Classified employees are those employees "...who hold a position that is assigned a particular job title and pay grade in accordance with the personnel classification and compensation system established by this article or by the commission and council." West Virginia Code §18B-9A-2(2) Classified employees in West Virginia higher education is a much broader group than simply non-exempt or service positions.

Classified positions include the lowest level pay grade non-exempt employee up to an exempt executive position with a large number of staff and substantial budget responsibility. Due to the statutory limits on the number of non-classified employees allowed at each institution, the category of classified employees covers a broad range of position types.

10.3.2 Relevant information for the Classified System of Classification and Compensation:

- Number of titles in the Classification System: 699
- Number of titles reported in use as of October 2015 494 or 71%
- Number of classified employees in the system October 2015: 5,100
- Percentage with current classified job descriptions reported by institutions: 84%
- Number of benchmark titles identified in 2010 203
- Pay Grades in existing system: Grades 1 - 25
- Pay Grades used by organizations Fall 2015 Grades 6 - 22

Section 11: Proposal Instructions, Content and Evaluation

11.1 Proposals should be prepared following the order and numbering sequence of this RFP.

11.2 Proposals should be on 8.5" X 11" paper and bound in a three ring loose-leaf binder. Additional material may be submitted separately as exhibits and may be included in the same binder following the main proposal. The proposals and exhibits must be reproducible.

11.3 Bidder should submit an original and five (5) copies of the proposal. Also, submit one complete PDF copy of the proposal, including exhibits, on a thumb drive. The PDF copy should be organized and formatted exactly like the paper original.

11.4 The Proposal should contain the following:

11.4.1 Conflicts: Affirm that you or your firm and all individuals who will be assigned to this evaluation are free from obligations and interests that might conflict with the West

Virginia Higher Education Policy Commission or the State of West Virginia. Disclose any information about you or your firm with presently or in the future could impair you or your firm's ability to provide the level of services outlined in the RFP.

11.4.2 Qualifications of the Firm: Provide a statement/response to your firm's experience with similar work, in specific multi-institutional higher education systems.

11.4.3 Relevant Experience of the Firm: Provide a list of at least five (5) previous clients for which you performed related work. In specific, highlight any work performed for multi-institutional higher education systems.

11.4.4 Approach/Philosophy: Describe in detail your planned approach to the requirements of this RFP. Specifically provide detailed information on work required to be performed in Sections 4,5 and 6.

11.4.5 Qualifications of Staff: Identify proposed staffing with a statement of each individual's role in the project and their qualifications. Describe the experience key personnel have and the type and extent of training they have had related to this project.

11.4.6 References: The names, telephone numbers, e-mail and mailing addresses of at least three clients and the contact person from whom references may be obtained for both the firm and the key personnel assigned to this project. References should be from clients comparable to the type and scope of services solicited in this RFP.

11.4.7 Addendum Acknowledgement: The vendor should acknowledge knowledge and acceptance any Addendum released for this RFP prior to bid opening.

11.5 Proposals should be prepared simply and economically, providing a straightforward, concise description of the bidder's abilities to satisfy the requirements of the RFP. Emphasis should be placed on completeness and clarity of content.

11.6 The proposal will be evaluated on a 100-point scale with points assigned as outlined below: The response proposal shall contain the following sections:

11.6.1 **Title Page**: Provide the RFP project and number, the bidder's name, business address, telephone number, name and e-mail address of authorized contact person and include a signature and date.

11.6.2 **Section 1: Discussion of Services (45 points)**. Describe the process you will undertake to perform the requirements of this project including addressing the services required to be performed in Sections 4, 5 and 6 of this RFP. Provide an overview of the principals and methodologies that will be used. Include detailed work phases, work plans, communication plans, reports and documentation that will be provided and time frames for the completion of work. Proposals will be evaluated based on demonstrated understanding of the complexities of a systems-wide project, the variety of colleges and universities in the public higher education systems and an understanding of the content provided in the appendices.

11.6.3 **Section 2: Qualifications and Experience (25 points)**. Describe the bidder's qualifications and experience including:

(1) A description of the background, experience and expertise of the staff proposed for this project. Include a resume for all major team members.

(2) A list and contact information of at least five (5) clients for whom similar work was performed and a brief description of the services provided. (Experience with multi-institution higher education systems and higher education specific experience will be given greater weight during the evaluation process).

(3) A list of any actual or potential conflicts of interest related to any work that may be required as a result of this RFP.

11.6.4 Section 3: **Fee and Expense Proposal (30 points)**. Provide a fee and expense proposal. Travel and related expenses, if any, will be negotiated with the vendor when appropriate.

11.7 **Appendices**: All Appendices become a binding part of the contract issued as a result of this RFP. Specifically, Appendix 1 and Appendix 2 will become part of the contract resulting from this RFP.

11.8 The State's Agreement Addendum (Exhibit A) is attached to identify applicable State laws and the guidelines that must be adhered to in any contract presented to WVHEPC for execution. A copy of additional terms and conditions that a firm wishes to offer for consideration should be enclosed with the proposal; however any modification or conflicting terms to the Agreement Addendum requires approval of the West Virginia Attorney General's Office.

11.9 West Virginia State Code § 5A-3-10a requires all vendors to submit an affidavit regarding any debt owed to the State. The Affidavit (Exhibit D) must be completed, signed and returned with the Bidder's proposal.

11.10 By signing the proposal, the Bidder affirms that it and its officers, members, and employees presently have no actual or potential conflict of interest, beyond conflicts disclosed in its proposal, and will not acquire any interest, direct or indirect, that would conflict or compromise in any manner or degree with the performance of its services under this contract. If any potential conflict is later discovered or arises, the Contractor must disclose it to WVHEPC promptly.

Section 12: Other Requirements

12.1 **Purchasing Vendor Registration**. The Successful Bidder must be a registered vendor with the Purchasing Division, West Virginia Department of Administration, and have a valid vendor number. A Bidder is not required to be a registered vendor in order to submit a proposal, but the Successful Bidder must register and pay the fee prior to the award of an actual purchase order or contract. Vendors participating in this process should complete and file a Vendor Registration

and Disclosure Statement (Exhibit C) and remit a registration fee to the address provided on the form.

12.2 FARS W-9 Filing. The Successful Bidder must have a current IRS Form W-9 Request for Taxpayer Identification Number (Exhibit D) on file with the Finance Division, Financial Accounting and Reporting Section, West Virginia Department of Administration, and a valid vendor number.

12.3 No Debarment/Suspension. The Successful Bidder must certify that it is not debarred or suspended from doing business with the State of West Virginia or any entity thereof, and that no entity, agency, or person associated with the vendor is debarred or suspended.

12.4 Contract Release Order. WVHEPC will provide the Successful Bidder with a formal contract release order as notification to proceed with services. The Successful Bidder may not proceed until it is in receipt of an approved signed contract release order purchase order.

Section 13: General Terms and Conditions

13.1 Contract. The RFP and the Vendor's response will be incorporated into the contract by reference. The order of precedence is the contract, the RFP, Appendices and any addendum, and the Vendor's proposal in response to the RFP.

13.2 Contractor Relationship. The relationship of the Vendor to WVHEPC shall be that of an independent contractor, and no principal-agent or employer-employee relationship is contemplated or created by the parties to this contract. The Vendor, as an independent contractor, is solely liable for the acts and omissions of its employees and agents.

(a) The Vendor shall be exclusively responsible for selecting, supervising, and compensating all individuals employed pursuant to the terms of this RFP and resulting contract. Neither the Vendor nor any employees or contractors of the Vendor may be deemed to be employees of WVHEPC for any purpose whatsoever.

13.3 Handling of Confidential Information and PII. The Vendor agrees to maintain confidentiality and security of the data made available and shall indemnify and hold harmless WVHEPC against any and all claims brought by any party attributed to actions of breach of confidentiality by the Vendor.

13.4 Compliance with Laws and Regulations. The Vendor agrees to comply with the Civil Rights Act of 1964 and all other applicable federal, state, and local laws, ordinances, and regulations.

13.5 Contract Term and Renewals. This contract will be effective upon award and shall extend for a period of one (1) year, at which time the contract may, upon mutual consent, be renewed. Such renewals are for a period of up to one (1) year, with a maximum of five (5) one-year renewals, or until such reasonable time thereafter as is necessary to obtain a new contract. The "reasonable time" period shall not exceed twelve (12) months. During the "reasonable time" period, Vendor may terminate the contract for any reason upon giving WVHEPC ninety (90)

days written notice. Notice by the Vendor of intent to terminate will not relieve the Vendor of the obligation to continue providing services pursuant to the terms of the contract.

13.6 Invoices. The Vendor shall submit invoices, in arrears, at the address listed on the approved Purchase Order. State law prohibits payment of invoices before receipt of services. Progress payments may be approved at the discretion of the WVHEPC. State law does not provide for interest on account of late payments. Invoices properly prepared and submitted in accordance with the terms and conditions of the contract are usually paid within 30 days.

13.7 Contract Changes. If changes in the original contract become necessary, WVHEPC and the Vendor will negotiate the acceptable changes. WVHEPC will create a formal contract change order and notify the Vendor in writing.

13.8 Contract Termination - Unavailability of Funds. If funds are not appropriated or allocated for WVHEPC for the continued use of the services covered by this contract, WVHEPC may terminate the contract at the end of the affected current fiscal period without further charge or penalty. WVHEPC shall give the Vendor written notice of such non-appropriation or non-allocation of funds as soon as possible after WVHEPC receives notice. No penalty shall accrue to WVHEPC in the event this provision is exercised.

13.9 Contract Termination – Other Reasons. WVHEPC may terminate any contract resulting from this RFP immediately at any time the Vendor fails to carry out its responsibilities.

13.10 Governing Law. This contract shall be governed by the laws of the State of West Virginia.

Section 14: Other Information

14.1 Disclosure of Bid and Contract Documents. All documents submitted to WVHEPC related to purchase orders or contracts are considered public records. All bids, proposals or offers submitted shall become public information and are available for inspection during normal office business hours at WVHEPC after the bid opening.

- (a) All public information may be released with or without a Freedom of Information Act request.
- (b) The only exemptions to disclosure of information are listed in West Virginia Code § 29B-1-4. Primarily, only trade secrets identified by a Bidder are exempt from public disclosure. A Bidder's submission of information to WVHEPC as an agency of the State of West Virginia puts the risk of disclosure on the Bidder. WVHEPC will make a reasonable effort not to disclose information that is within the guidelines of West Virginia Code § 29B-1-4 and is properly labeled "proprietary information not for public disclosure." WVHEPC, however, does not guarantee non-disclosure of any information to the public.

14.2 Exhibits. The following Exhibits are a binding part of this RFP and attached to the RFP:

- Exhibit A – Instruction to Bidders
- Exhibit B – Terms & Conditions
- Exhibit C – Agreement Addendum (Form WV-96)
- Exhibit D – Purchasing No Debt Affidavit
- Exhibit E – Vendor Registration and Disclosure Form (WV-1A)
- Exhibit F – Request for Taxpayer Identification (W-9)