

**A. Firm Strength, Experience and Qualifications**

**A1. Provide a single main contact name, title, address, phone number, and email address for all matters related to this RFP.**



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**A2. Complete the following chart:**

<b>Year proposing Firm was founded:</b>	1973
<b>Offering services to 457 government plans since:</b>	1975
<b>Offering services to defined contribution plans since:</b>	1975

**A3. Provide a one page diagram of the ownership structure of the Proposing Firm and its subsidiaries. Include this in the Exhibit Folder and label it Exhibit 1.**

Please refer to **Exhibit 1** in the Exhibit Folder for a diagram of Nationwide’s ownership structure.

**A4. Complete the following chart showing total expenditures for the record keeping business in both dollars and percentages.**

<b>Year</b>	<b>Amount of investment in record keeping business (\$)</b>	<b>Amount of investment in record keeping business (%)</b>
<b>2017</b>	\$132,650,974	31.7%
<b>2016</b>	\$119,795,075	30.0%
<b>2015</b>	\$114,998,710	29.0%
<b>2014</b>	\$111,051,508	29.4%

**A5. As of the RFP issue date, were there any discussions or pending agreements to purchase another organization, or to sell or merge any part of your organization? (Yes/No) If yes, explain.**

	<b>Yes/No</b>	<b>Description</b>
<b>Purchase:</b>	No	N/A
<b>Merge:</b>	No	N/A
<b>Sell:</b>	No	N/A

**A6. Has your organization ever filed for bankruptcy or otherwise become insolvent? (Yes/No) If yes, explain and provide applicable date(s).**

No.

- A7. If your organization or parent company has a credit rating, provide your ratings from Standard & Poor's, Moody's, and Fitch. For insurance companies, include the financial strength rating, as well as your counterparty credit rating. If rated by some other service, provide the organization name and rating.**

Rating Organization	Current Financial Strength Rating
<b>Fitch:</b>	Fitch does not rate Nationwide
<b>Moody's:</b>	A1 "Good" (affirmed 11/7/17)
<b>S&amp;P:</b>	A+ "Strong" (affirmed 5/24/17)
<b>Other (Specify organization name) AM Best:</b>	A+ "Superior" (affirmed 10/2/17)

*These rankings reflect Rating Agency assessment of the financial strength and claims paying ability of Nationwide Mutual Insurance Company (NMIC) and Nationwide Life Insurance Company (NLIC) and are subject to change at any time. They are not intended to reflect the investment experience or financial strength of any variable account, which is subject to market risk.*

- A8. Provide a copy of financial statements certified by management and/or audited by an independent Certified Public Accountant. The statement should include a balance sheet, income statement, and cash flow statement with all footnotes and disclosures in accordance with generally accepted accounting principles for the last three (3) full fiscal years of operations. Sole proprietorships may substitute a personal financial statement with personal tax documents filed with the federal government for the last three (3) years. The Proposing Firm must be prepared to substantiate all information shown. Financial statements not meeting this requirement may be deemed unresponsive or scored lower in the evaluation of the proposal. If a Proposing Firm intends to operate the business as a sole proprietorship, the Proposing Firm must submit a personal financial statement not older than ninety (90) calendar days and three (3) years of the most recent personal tax returns. This must be submitted with the rest of the proposal. Include these statements in the Exhibit Folder and label it Exhibit 2.**

Please refer to **Exhibit 2** in the Exhibit Folder for the past three years of financial statements for Nationwide Financial.

- A9. State whether the Proposing Firm is currently involved in any litigation, threatened litigation, investigation, reorganization, receivership, filing, strike, audit, corporate acquisition, unpaid judgments or other action that could have an adverse impact on your ability to provide the required needs as outlined in this RFP. (Yes/No) If yes, please describe the nature of the item and its potential impact.**

Yes. Nationwide is currently involved in lawsuits common to the industry, which stem from routine business practices associated with administering employee benefit plans. These suits have not had an impact on our ability to service any of our plans nor does Nationwide foresee them having an impact on our ability to service your plan.

- A10. Has your parent company, organization or any of your local service representatives been cited, reprimanded or penalized by any regulatory agency within the past ten (10) years? (Yes/No) If yes, briefly describe.**

Yes. On August 19, 2009, a former Nationwide Investment Services Corporation (NISC) registered representative licensed in Massachusetts was fined \$10,000 and suspended by the Financial Industry Regulatory Authority (FINRA) for 18 months. The allegations related to the regulatory action are as follows:

The former registered representative is alleged to have fabricated a letter purportedly from his employer insurance company that falsely represented the date he commenced working as an insurance agent.

He is alleged to have submitted the fabricated letter to the Massachusetts Division of Insurance to support his argument that he had been licensed by his member firm before a date that would have required him to complete the prescribed continuing education by the State of Massachusetts.

**A11. Has any subcontractor that would be part of the service delivery to the Plan Sponsor been cited, reprimanded or penalized by any regulatory agency within the past ten (10) years? (Yes/No) If yes, briefly describe.**

No.

**A12. Complete the following charts for the applicable calendar years:**

Requested Data	2017	2016	2015	2014	2013
Total Assets: Defined contribution (DC) retirement plans record kept (\$):	\$128.9 billion	\$95.3 billion	\$98.1 billion	\$93.0 billion	\$97.1 billion
Total Assets: Governmental 457 retirement plans record kept (\$):	\$77.2 billion	\$55.9 billion	\$56.1 billion	\$51.8 billion	\$44.2 billion
Total Participants: DC retirement plans record kept (#):	2,465,951	2,058,221	2,034,904	2,055,656	1,959,436
Total Participants: Governmental 457 retirement plans record kept (#):	1,465,249	1,148,750	1,119,674	1,101,013	1,062,043
Average participant deferral amounts to DC Plan (%):	*	*	*	*	*
Average participant deferral amounts to 457 Plan (%):	*	*	*	*	*
Total number of Firm employees (#):	1,468	1,417	1,386	1,373	1,267
Total number of Firm employees working on DC plans (#):	1,468	1,417	1,386	1,373	1,267
Total number of Firm employees exclusively dedicated to serving governmental plans (#):	1,468	1,417	1,386	1,373	1,267
Total Firm gross revenues (\$):	\$6.507 billion**	\$5.945 billion**	\$4.589 billion**	\$5.905 billion**	\$5.209 billion**

\*Nationwide does not track this metric

\*\*Values reflect the total gross revenue of Nationwide Financial

Requested Data as of 2017	Answer (\$)
Total assets invested in the Firm's proprietary investment products by DC plans for which you provide recordkeeping:	\$45.54 billion
Total assets invested in non-proprietary investment products within DC plans for which you record keep:	\$43.48 billion
<b>Ratio</b> of proprietary funds to non-proprietary funds in DC plans for which you record keep (response should divide the numbers from the previous two rows):	1.05
Total assets invested in the Firm's Managed Account Program:	\$5.06 billion
Average participant usage rate for those plans offering Managed Accounts:	11%*

\*Nationwide tracks this metric at a company level only

**A13. Complete the following tables as they relate to your current governmental 457 clientele:**

Data as of 2017	Total # of Plans	Total \$ Plan Assets	# of Sole-Provider Plans
Under 150 participants:	6,392	\$6.35 billion	*
From 150 to 500 participants:	626	\$9.63 billion	*

Data as of 2017	Total # of Plans	Total \$ Plan Assets	# of Sole-Provider Plans
From 501 to 2,500 participants:	101	\$5.26 billion	*
From 2,501 to 5,000 participants:	27	\$3.40 billion	*
From 5,001 to 10,000 participants:	10	\$3.11 billion	*
Over 10,000 participants:	17	\$66.66 billion	*
<b>TOTAL</b>	<b>7,173</b>	<b>\$89.41 billion</b>	<b>*</b>

\*Nationwide does not track this metric

Data as of 2017	Total # of Plans	Total \$ Plan Assets	# of Sole Provider Plans
Under \$20 million:	6,916	\$10.33 billion	*
From \$20 million to \$100 million:	199	\$7.91 billion	*
From \$101 million to \$200 million:	33	\$5.23 billion	*
From \$201 million to \$500 million:	8	\$3.00 billion	*
Over \$500 million:	17	\$62.93 billion	*
<b>TOTAL</b>	<b>7,173</b>	<b>\$89.41 billion</b>	<b>*</b>

\*Nationwide does not track this metric

**A14. Complete the following table regarding the number of defined contribution retirement plans (irrespective of entity type) you have won/lost in the last five (5) years. This response should include cases in which you elected not to re-bid and should not include cases in which you were retained with no meaningful growth in assets upon retention.**

Data as of 2017	# Won	# Lost
Under \$20 million:	156	294
From \$20 million to \$100 million:	16	24
From \$101 million to \$200 million:	3	2
From \$201 million to \$500 million:	4	1
Over \$500 million:	5	1
<b>TOTAL</b>	<b>183</b>	<b>321</b>

\*Governmental Plans

**A15. Provide the specific names and the contract start/termination date for all clients or ex-clients with assets greater than \$100 million and less than \$500 million referenced in the A14 table above. These clients will not be contacted unless provided as a reference in this RFP:**

Specific Client Name (Wins)	Contract Start Date
Pierce County, WA	4/1/2014
County of Fresno, CA	1/23/2015
City of Sacramento, CA	12/7/2016
City of Des Moines, IA	3/2/2017
County of San Luis Obispo, CA	9/27/2017
City of Scottsdale, AZ	1/10/2018
City of Baltimore, MD	7/9/2018

Specific Client Name (Losses)	Contract Termination Date
City of Fort Worth, TX	5/15/2014

Specific Client Name (Losses)	Contract Termination Date
Shelby County, TN	8/31/2015
City of Memphis, TN	5/2/2016

**A16. Does your organization have any affiliations with, or endorsements from, any public or private organizations and/or industry groups, etc.? (Yes/No) If yes, describe the relationship, and include a description of whether or not it is a monetary relationship.**

Yes. Nationwide Retirement Solutions (Nationwide) makes payments to the National Association of Counties (NACo) and the NACo Financial Services Center Partnership; the International Association of Fire Fighters – Financial Corporation (IAFF-FC); the United States Conference of Mayors (USCM) and the National Association of Police Organizations (NAPO) for services and endorsements that NACo, IAFF, and USCM perform generally for all their members related to Nationwide’s products and services sold exclusively in public sector retirement markets. More detail about these payments is available at [www.nrsforu.com](http://www.nrsforu.com).

Organization	Monetary Relationship (Y/N)	Amount of Contribution	Length of Relationship
<b>National Association of Counties</b>	Y	\$8,722,504	35 years
<b>International Association of Fire Fighters</b>	Y	\$1,527,900	12 years
<b>National Association of Police Organizations</b>	Y	\$92,665	20 years
<b>United States Conference of Mayors</b>	Y	\$1,021,488	1 year

## B. Record Keeping, Data Security and Custody

### Record Keeping:

B1. Complete the table below regarding your recordkeeping system:

	Response
Is your recordkeeping system proprietary? (Yes/No):	Yes
Used since:	2006
Number of participants on the system:	1,837,200*
Number of plans on the system:	7,828*
Is the system server-based or mainframe-based?	Server

*\*Public-sector only. Data as of 3/31/2018*

B2. Provide a copy of the Firm's SSAE 16 or equivalent. Include a copy in the Exhibit Folder and label it **Exhibit 3**.

Please refer to **Exhibit 3** in the Exhibit Folder for a copy of the most recent SOC-1 Report.

B3. Provide control objective results from your most recent system audit, including number of exceptions or deviations noted. Include a copy in the Exhibit Folder and label it **Exhibit 4**.

Please refer to **Exhibit 4** in the Exhibit Folder for a list of exceptions noted in the most recent SOC-1 Report.

B4. Will you provide access, with reasonable notice, to parties authorized by the Plan Sponsor for the purpose of performing any audit or reviews that are deemed necessary? (Yes/No)

Yes.

B5. Are there particular file formats that must be utilized when submitting payroll contributions and loan deduction data to your Firm? (Yes/No) If yes, briefly describe.

No.

B6. What is the daily deadline time in the Plan Sponsor's time zone for you to receive the contribution file and funds and complete the investment of those contributions into the appropriate fund(s)?

Payroll contribution files and funds received in good order by the close of the New York Stock Exchange (NYSE), typically 1 p.m. PT, will be processed the same business day. Files and funds received after 1 p.m. PT will be processed the following business day.

B7. As it relates to your record keeping system, what is the timeframe for participants to report errors after discovery?

We will make corrections for an error caused in part or whole by a Nationwide process or error. We add messaging on statements that corrections may not be accepted more than 45 days after the closing date of the statement.

B8. Will you agree to make participants and/or the Plan(s) whole for any and all record keeping and/or administrative errors within your control? (Yes/No)

Yes.

**B9. Can your Firm tier the investment menu (meaning break up the core menu into sections with asset allocation funds in one tier and the core menu in another) on paper forms? (Yes/No) On the website/mobile? (Yes/No)**

Yes.

Yes.

**B10. Does your Firm offer a Roth 457 account deferral feature? (Yes/No) If no, describe your planned time-table for offering this feature.**

Yes.

**B11. Does your Firm offer a Roth 457 in-service account conversion feature? (Yes/No) If no, describe your planned time-table for offering this feature.**

Yes.

**B12. If a participant is contributing to both traditional pre-tax and Roth after-tax, can they choose a different investment allocation for each (traditional versus Roth)?**

Yes.

**B13. Do your participant statements show pre-tax and Roth after-tax contributions separately so participants can track these investments separately? (Yes/No)**

Yes.

**B14. In terms of participant contribution capabilities, is your Firm able to process salary deferrals in the form of both percentages and dollar amounts?**

Yes.

**B15. Is your Firm able to move to paperless enrollment? (Yes/No) If yes, please briefly describe the process and what would be required of the Plan Sponsor.**

Yes. Nationwide provides the following paperless enrollment options to participants:

- **On-line enrollment** – Employees who prefer self-service can enroll online through our mobile-enhanced website on any device. Nationwide recently invested in iPads that our service team uses for online enrollment during individual and group meetings.
- **Over-the-phone enrollment** – For employees who want assistance at times convenient to them, Nationwide's internal Retirement Resource Group provides asset allocation review and enrollment assistance over the phone.
- **Auto-enroll** – Nationwide offers auto-enrollment capabilities and can offer this feature for plans where applicable state and local laws allow.

Plan Sponsor approval is sought for over-the-phone and online enrollment before these services are made available to participants.

**B16. Is your Firm able to move to paperless statements? (Yes/No) If yes, please briefly describe the process and what would be required of the participant(s). Could this be a default setting? (Yes/No)**

Yes. Participants who have elected eDelivery receive electronic confirmations notifying them when their statements and confirmations are posted online. Participants may enroll or unenroll from eDelivery at any time.

Yes.

**B17. Is your Firm able to implement automatic enrollment? (Yes/No) If yes, please briefly describe the ramifications and issues the Plan Sponsor will need to consider and explain your Firm's success with governmental agencies around automatic enrollment. If no, describe why not.**

Yes. Nationwide offers automatic enrollment in states where local and state law permit. Please note, automatic enrollment is not permitted under California state law.

Our experience has shown that plans that enable automatic enrollment tend to have a low "opt out" rate. However, industry data states that it's best to couple automatic enrollment with automatic increase/escalation to avoid a high number of low-balance accounts. Plan Sponsors also need to consider the default fund which serves as the enrollment option invested in until participants make investment changes following the account set-up.

**Case Study**

The State of South Dakota Retirement System (SDRS), a long-term Nationwide client, was one of the first public employers to offer auto enrollment. The SDRS experience described below provides compelling results for implementing auto enrollment where governing laws allow. SDRS instituted auto enrollment in 2009 for all new employees of the State and new employees for any participating local employer within the State who have elected to join the Supplement Retirement Plan (SRP, which is a 457(b)) and allow auto enrollment. Auto enrollment is not required by all participating employers. As of November 2017, 50 of the 345 participating employers adopted auto enrollment. Nearly 85% of the current SRP participants are employed by those 50 entities.

Prior to the enactment of auto enrollment, SDRS reports that only 3% of newly hired employees enrolled in the plan between 2005 and 2009. Participants are provided an opportunity to opt out of the plan. In 2015 and 2016, nearly 94% of participants who were auto enrolled continued to actively defer into the plan. Approximately 6% of employees who were eligible to join, but not automatically enrolled, took advantage of the SRP.

SRP participation rates are 85 percentage points higher for employees who are automatically enrolled compared to workers in agencies that did not adopt the auto enrollment policy. These results highlight the positive response of individuals to automatic enrollment even when they participate in a primary defined benefit retirement plan and Social Security.

**Data Security:**

**B18. Briefly describe your data security process. Include a brief description of how access to participant data (current and archived) is controlled and monitored (i.e., who specifically can view participant account data, who can print this data, who can remove this data from your facility either on a laptop, memory stick, CD or as a printed report). Limit your response to 300 words.**

**Access Management**

Nationwide Associates are only provisioned the access necessary to do their jobs. A centralized, automated tool is leveraged to manage the life-cycle of an ID, and to enforce least-privileged access. The tool integrates with our directory systems. These tools work in conjunction to enforce identity, authentication, authorization, auditing & accountability.

- Access to provision ID's is handled through a centralized ID administration team.
- Newly provisioned access must be approved by People Leaders prior to roles being granted and ID's being created.
- If an associate transfers department, their access is required to be reviewed within the tool by the new hiring manager prior to the Associate beginning the new role.
- People Leaders are required to complete access reviews of their direct reports on a quarterly basis.
- The tool is integrated with our directory systems to immediately revoke access upon termination.



- Privileged access to record-keeping applications is tightly monitored using a Privilege Identity Management Tool.

### **Participant Data**

Access to participant data is restricted to those who require such access to perform their job function, and to control the confidentiality, integrity and availability of the data. All workstations, portable media devices, and removable media containing participant data is monitored using data loss prevention tools to block any confidential data exfiltration. Alerts are sent to our Security Command Center based upon defined thresholds for further review. These professionals are responsible for the investigation and review of any attempted data exfiltration to external devices and for enforcing compliance with Nationwide's Confidentiality Agreement and Information Security Policy.

Finally, secure waste containers are available on every floor, and a clean desk policy prohibits sensitive information being left in plain sight.

### **B19. Briefly describe your data back-up process. Limit your response to 200 words.**

Full, differential and incremental data backups are performed daily, and on weekends. A complete system backup-to-tape is performed for all data. The backup tapes are rotated on both a weekly and monthly basis and are encrypted and stored in an on-site fireproof vault, as well as an off-site climate controlled, Halon protected vault of records with a management firm providing 24-hour pickup and delivery services.

- Daily backups are kept for one week.
- Weekly backups are kept for one month, with the last week of each month kept for one year.
- Monthly backups are kept for a minimum of one year and year-end backups are kept permanently.

Nationwide has two Tier IV data centers located outside of Columbus in central Ohio, designed to provide 99.995% availability and the highest level of fault tolerance. Our two Tier IV data centers are available 24 hours a day, 365 days a year, and have proximity enabling us to replicate data with near real-time business continuity between our data centers. We have regular tests of our failover to maintain business continuity, ensuring that our operations can seamlessly move to our backup site.

### **B20. Does your system use encryption in storage (Yes/No)?**

Yes.

### **B21. Does your system use encryption in transit (Yes/No)?**

Yes.

### **B22. How many system security breaches has your organization experienced in the last three years? How many were under the current system?**

Nationwide Retirement Solutions has not experienced a data security breach within the past three years.

Zero.

### **B23. State what participant information you share with external vendors or business partners.**

At Nationwide, protecting your members' privacy and safeguarding their information is very important to us. We do not share members' information with business partners or affiliates to market products. In some circumstances, it may be necessary to share participant data with a third party for business purposes.

Examples of this may include, responding to a subpoenas and governmental requests, processing transactions, or mailing statements. Nationwide goes to great lengths to protect participants' data by sharing only the minimum information necessary when entering a contract with a business partner and agreeing only to use and disclose participant data for business purposes. Prior to entering a contract, we will complete due diligence and information security and privacy risk assessments on the business partner as part of Nationwide's risk-based Enterprise Supplier Risk Management (ESRM) program.

**B24. How frequently is the security of your data assessed by external parties? State the date of the most recent verification and the party that performed it.**

**Annual External Testing**

The last external test was successfully completed on November 15<sup>th</sup>, 2017 by Black Hills Security. Nationwide contracts with a professional third-party penetration testing company to conduct an annual external penetration test to closely mirror the activities of an external malicious hacker. The third-party penetration test includes all external facing Nationwide assets including Nationwide websites and web applications. The third-party company is selected on a rotational basis.

**Annual External System and Organization Controls Report**

The last evaluation was successfully completed on April 17, 2018 and covers the period of January 1<sup>st</sup>, to December 31<sup>st</sup>, 2017. The evaluation was completed by KPMG US LLC. Nationwide Retirement Plans record keeping applications are subject to annual System and Organization Controls Report evaluation (SOC 1). This is executed by an independent third party. A SOC 1 evaluates an entities' internal controls over financial reporting.

**Ongoing Internal Testing**

In addition, Nationwide executes its own internal penetration tests. Leveraging a team of dedicated professionals who mimic the activities of a malicious insider and to attempt to test any known weaknesses. Internal attack and penetration testing is performed on an ongoing basis throughout the year. Testing is rotated through different focus areas, based upon the inherent risk of the application.

**B25. Briefly describe how is indicative data, including Social Security numbers, protected against fraud/theft (both internal and external threats), and what security protocols are in use to guard against fraud/theft? Limit your response to 300 words.**

**Fraud Detection and Prevention**

Nationwide is continuously investing in fraud detection and prevention controls to protect indicative data. We focus on three key areas as follows when discussing identity theft and fraud prevention:

**People**

- All Associates within Nationwide Financial and Retirement Plans are required to attend fraud identification and prevention training.
- Call centers have daily stand-up's in which they are briefed on trends, 'red-flag' refreshers, and social engineering attacks coming in through the call center.
- Quarterly fraud training is offered for all associates across nationwide to increase associate awareness.

**Process**

- Nationwide has a dedicated team of professionals who work across capabilities to investigate any attempted fraud.
- They leverage a defined response process by which all suspected fraud is investigated completely to secure customer data and financials. Required paperwork is filed with Financial Crimes and Sanctions in the event of an actual fraud.
- Nationwide conducts an annual distribution risk assessment to identify and remediate any risks associated with loan and withdraw requests.
- Daily reconciliation controls are in place to ensure zero net balances. Day two reporting is enabled as well, along with audit logging reports to identify and prevent suspected fraud. Suspense holds on participant accounts can also be enabled if there is suspected fraud as well.

**Technology**

- Multi-factor authentication (MFA) is deployed on the Retirement Plans participant and business partner facing websites.
- Nationwide partners with our MFA provider to obtain device specific information to identify and stop fraudulent devices from accessing our network.
- Enhanced registration controls require entry of a unique case or account number for participant web profile registration.
- ACH verification is performed with consortium of banks to validate account owners prior to out-bound money processing.

**Custody:**

**B26. Who would provide trustee/custodial services to the Plan? If not internal, disclose who you would partner with and the length of your relationship with them.**

Nationwide offers directed trustee (non-discretionary) or custodial services via the Nationwide Trust Company (NTC), a division of Nationwide Bank, a federally chartered savings bank regulated by the Office of the Comptroller of the Currency and a wholly owned subsidiary of Nationwide Financial Services, Inc.

**B27. Provide a one-page diagram illustrating how assets flow from the client’s account, showing every organization that touches participant assets. This should include any trust company, custodian, bank, pass through bank, record keeper and investment company, etc. Include this in the Exhibit Folder and label it Exhibit 5.**

Please refer to **Exhibit 5, page 8**, in the Exhibit Folder for our most recent SOC-1 Report which provides a complete description of how the assets flow from receipt to deposit.

**B28. Provide a listing of the custodian’s insurance coverage in the specific categories provided in the table below.**

Coverage	Amount of Coverage
General Liability:	\$2 million
Professional E&O:	\$10 million
Financial Institution Bond:	\$10 million
Cyber Security:	\$1 million Nationwide self-insures for loss and damage as a result of a cyber security incident, therefore, we do not have a standalone cyber insurance policy.
Other(s):	None

### C. Participant Services

#### On-line Advice / Managed Account Services:

**C1. If requested, will your Firm offer an on-line advice and/or managed account service to the Plan Sponsor's participants? (Yes/No) If yes, complete the chart below.**

Yes.

	On-line Advice Service	Managed Account Service
<b>On-line advice/managed account service provider:</b>	Nationwide Investment Advisors, LLC (NIA)	Nationwide Investment Advisors, LLC (NIA)
<b>Name of service:</b>	My Investment Planner	Nationwide ProAccount
<b>Used since:</b>	2017	2007
<b>Total number of participants utilizing service:</b>	48,436 since introduction in May of 2017	161,182
<b>Total number of plans utilizing service:</b>	7,828	7,186
<b>Total amount of participant assets in the service:</b>	Not Applicable	\$5.06 billion
<b>Average participant utilization rate per plan:</b>	3%*	11%*

\*Nationwide tracks this at a company level not at a plan level.

**C2. Can the Plan Sponsor choose to exclude the managed account service and just offer online advice? (Yes/No)**

Yes.

**C3. If you have indicated above that your Firm will provide investment advice, either through the use of an online advice tool or otherwise, provide a sample investment advice report document that is provided to participants. Include this in the Exhibit Folder and label it Exhibit 6.**

Please refer to **Exhibit 6** for sample screen shots from the online My Investment Planner tool.

**C4. Will your Firm, or the investment advice provider that you are partnered with, assume fiduciary responsibility for the investment advice given to participants? (Yes/No)**

Yes.

**C5. If your Firm will partner with another firm to provide investment advice, internet-based or otherwise, will the Plan Sponsor be required to contract separately with that firm? (Yes/No)**

No.

#### Communication and Education:

**C6. Will your Firm provide online investment advice with assistance provided by your on-site participant service representative(s)? For example, the on-site participant service representative would be expected to explain the online advice tool to the participant, perform the data entry, and generate and explain the output of the service in a one-on-one meeting. (Yes/No) If yes, briefly describe your process for offering this service.**

Yes. While Nationwide's Retirement Specialists do not provide investment advice, they do provide education utilizing the My Investment Planner tool. In a one-on one meeting, the Retirement Specialist will assist the participant as they log into their account and will walk them through the My Investment Planner questionnaire.

Additionally, our Retirement Specialists will be available to answer any questions about the process and provide education on the investment options and how to make changes to their current and future investment option choices.

- C7. If applicable, what certifications, licenses and training are the individuals who provide participant investment advice required to obtain (e.g. Series, 7, 63, 65, insurance licenses, etc.)? Please only state required certifications and distinguish between local (on-site) participant representatives and home office (call center) participant representatives.**

Nationwide Retirement Specialists, based both locally and at our corporate headquarters, do not provide investment advice. However, a Licensed Personal Retirement Counselor will be assigned to Monterey County (the County) and will offer investment education. Personal Retirement Counselors are required to maintain the Series 6 or 7, 63 and 65 or 66 licenses.

- C8. Do any of these individuals have any U-4s or Disclosure Events listed with FINRA? (Yes/No) If yes, explain.**

No.

- C9. Will you offer participants comprehensive financial planning services? (Yes/No) If yes, will you offer participants comprehensive financial planning services through a Certified Financial Planner? (Yes/No)**

Yes.

Yes.

- C10. If you answered yes to Question C9, is this person(s) an employee of your organization or subsidiary? (Yes/No)**

Yes.

- C11. If applicable, do any of the individuals that provide financial planning services have any U-4s or Disclosure Events listed with FINRA? (Yes/No) If yes, explain.**

No.

- C12. How many on-site service representatives are being proposed for the servicing the Plan Sponsor's Plan(s)?**

One. Nationwide's offer includes one on-site Retirement Specialist, to be hired, to work with the County's participants, to be named upon award of contract. John Steggell, Managing Director, will work with the County during the selection process as well as oversee the education services for your employees.

In addition to the County's Retirement Specialist, Nationwide's offer includes periodic visits from a Personal Retirement Counselor and Troy Simmons, Thought Leadership Consultant, to conduct group seminars around advanced retirement topics such as Health Care and Social Security.

#### **Personal Retirement Counselor**

Nationwide offers your participants holistic retirement planning and analysis services, including unbiased investment allocation education, through a team of licensed Personal Retirement Counselors who can be available onsite periodically, at no additional cost. Our team of phone-based Personal Retirement Counselors provide a detailed analysis of each participant's holistic financial situation, allowing them an opportunity to better understand their preparedness for a successful retirement. The Personal Retirement Counselors are available via toll-free lines and can reach a larger percentage of your employees when combined with periodic onsite visits with participants.

**Thought Leadership Consultant**

Through the Nationwide Retirement Institute, you have access to Troy Simmons, Thought Leadership Consultant, who provides periodic on-site education for both Plan Sponsors and employees on these critical topics such as health care in retirement, long term care, Social Security, and market and economic conditions.

**C13. Describe the physical and personnel resources you will either provide to or need from the Plan Sponsor for on-site services such as office space, conference rooms and clerical/administrative support for meeting arrangements as relevant to the services provided.**

Nationwide’s Communication and Education Program includes participant outreach through educational workshops, individual consultations, financial reviews and targeted campaigns at all County worksites leveraging existing space as mutually agreed upon. Nationwide will work with the County to determine appropriate on-site locations and times to provide education.

While we communicate on-site services through mail, email, over the phone and in person, our experience shows that participant attendance and engagement increases when our on-site services and events are also promoted by Plan Sponsors. We will provide the County with flyers, posters, and signage that can be forward to employees to promote attendance. We also appreciate Plan Sponsor support in gaining access to all departments and all shifts, as needed.

Participants can also use our Online Appointment Scheduler to register for workshops in advance and select dedicated time slots for personal consultations with the local Retirement Specialist.

An email reminder containing the appointment date and time is also sent to the participant, helping to ensure increased participation in group workshops and one-on-one consultations. This feature frees up time for the Plan Sponsor as they do not have to get involved in scheduling meetings. Additionally, Retirement Specialists are better prepared for meetings because the Online Appointment Scheduler allows participants to request specific topics of interest prior to the appointment.

**C14. Complete the following for the primary service representative that would be assigned to the Plan Sponsor to directly interact with participants.**

A local Retirement Specialist will be assigned to the Plan upon award of the contract.

Representative’s Name:	To be hired
Years at Firm:	N/A
Years in industry:	N/A
Location (City, State):	N/A
Total number of client accounts serviced:	N/A
Total assets serviced:	N/A
Total number of participants serviced:	N/A
University degree(s) (BA/BS/MBA, etc. and school(s)):	N/A
Professional Credential(s):	N/A
FINRA/Insurance License(s):	N/A
Typical work schedule (days and hours):	Available all locations and hours via appointment
Anticipated turnaround time for returning emails and/or phone calls:	Same Day

**C15. What minimum FINRA/insurance licenses are required for on-site participant service representatives?**

All Nationwide Retirement Specialists are required to complete the following licensing:

- State Life and Health licenses
- FINRA Series 6 or 7 and 63 registrations
- Investment Adviser Representative registration (Series 65/66)
- Managers must have FINRA Series 26 Registered Principal registration for supervisory responsibilities
- Certified Retirement Counselor designation from InFRE®

**C16. Would the participant service representative work out of his/her house or an office?**

Local Retirement Specialists typically work out of their home.

**C17. Will the Plan Sponsor be able to participate in the selection of the on-site participant service representative(s) assigned to the account? (Yes/No)**

Yes.

**C18. How would your Firm handle a scenario where the Plan Sponsor was not satisfied with the personnel assigned to the account?**

In the event the County is not satisfied with a member of our team, we will work together to evaluate the dissatisfaction. Based on the details, we will work with our Human Resources department to develop a plan for corrective action. We have a formalized coaching program to provide constructive feedback to our associates to assist in their performance and personal development.

If the actions or behavior do not change, removal from the Plan Sponsor or termination may result.

**C19. Will you provide on-site, individual meetings and group sessions at sites and times specified by the Plan Sponsor? (Yes/No)**

Yes.

**C20. Based on the Plan Sponsor's demographic data and your Firm's experience, complete the table below regarding your proposed on-site annual enrollment/education commitment. This response should be based upon the total hours and days that could be committed to under the services contract. If partial service days are considered in the proposal, the partial service days should not be counted as full days, but rather as their proportional equivalent of each day (for example: two half days equal one full day under the contract).**

<b>Proposed annual number of on-site service <u>hours</u>:</b>	1,600
<b>Proposed annual number of on-site service <u>days</u>:</b>	200

**C21. Discuss the compensation structure for any employee, certified financial planner, and contractor (including the on-site participant service representatives) of your organization who would meet face-to-face with the participants and whether this compensation is one-time, recurring or varies based on the investments or products chosen by the participant.**

Retirement Specialists are compensated by a combination of a base salary and incentive compensation, roughly a 75%/25% split, to educate participants on the features and benefits of the plan, plan services and the underlying investment options that the County selects. The incentive compensation may be tied to individual goals related to servicing the plan, such as enrollments, education workshops, and retention of plan assets.

In certain circumstances, the Retirement Specialists may receive incentive compensation based on some categories of rollovers into the plan, (excluding rollovers from ERISA covered plans or IRAs) and on the design of the plan.

In addition, if the County chooses to offer ProAccount, Retirement Specialists may receive incentive compensation based on participant assets under management in ProAccount.

Retirement Specialists do not receive a commission or any form of incentive compensation based on individual participant investment option elections, or other products that are unrelated to the plan.

**C22. Are your on-site participant service representatives and/or any other employees given incentives to sell the following products or services: online advice, managed accounts, guaranteed minimum withdrawal benefit options, IRA rollover, and/or managed payout options? (Yes/No) Complete the tables below. State additional products or services that apply.**

Yes.

Approximate % of Total Compensation	%
Base Rate/Salary:	75
Variable:	25
Is Any Compensation Based on the Adoption of:	Yes/No
Fixed or General Account/Stable Value:	No
Managed Accounts:	Yes, based on total assets invested in the service*
Guaranteed Minimum Withdrawal Benefit:	No
Managed Payout Options:	No
Proprietary Mutual Funds:	No
IRA Rollover:	No
Other Retail Products:	No

*\*Only if the County elects to offer ProAccount.*

**C23. Briefly describe how you measure and/or benchmark the impact your communication and education efforts have on participant behavior? Limit your response to 200 words.**

We measure and benchmark the impact of our efforts in several ways and we commit to detailed performance guarantees. At the Plan level, the most basic measurement is based on year-over-year growth across multiple areas, including participation percentage, participant contributions, the number of group workshops, the number of workshop attendees and the number of one-on-one consultations conducted.

At a more in-depth level, we analyze and measure participant activity as the result of targeted marketing campaigns such as updating beneficiary designations, age 50 catch-up, the number of asset classes and the number of investment options utilized by participants. At the end of the campaign, your Managing Director, John Steggell, will report the results in his quarterly updates with the Plan.

To measure participant satisfaction of the education programs, we provide an annual participant satisfaction survey. Surveys evaluate our performance, participants' overall satisfaction, the perceived value of the deferred compensation Plan, and the success of various educational programs and services provided to participants including but not limited to:

- Local Retirement Specialists
- Customer Service Center
- Deferred Compensation website
- Participant Statements



**C24. Briefly describe your capability to track and report to the Plan Sponsor, on a quarterly basis, the success or effectiveness of various communication and education outreach campaigns. Limit your response to 200 words.**

**Plan Sponsor Retirement Readiness Report**

To better understand the overall health of the Plan and how ready your employees are for retirement, Nationwide provides the Gauging Success Report which includes a Retirement Readiness status and action plan. Details of the report include:

- A section that summarizes the overall readiness of your participants
- Illustrates how many participants (number and percentage) are currently ready for retirement (i.e., on track to replace over 85% of their pre-retirement income) vs not ready
- Show the trend over time (i.e., how has the overall readiness improved year over year)
- Summarizes the actions your participants are taking to change their retirement readiness, including:
  - accessed the website to view their holistic Retirement Readiness Report utilized the My Interactive Retirement Planner
  - increased deferral
  - updated asset allocation
  - called or visited a Retirement Specialist
- An action plan will suggest opportunities to partner with Nationwide to further improve your employees' retirement readiness, such as participant communications, group meetings, invitations to take advantage of a comprehensive financial needs assessment.

**C25. Do you offer retirement readiness scores or income gap analysis at the participant level? (Yes/No) If yes, please indicate your ability to offer the following:**

Yes.

	Yes/No
Participant retirement readiness scores or income gap analysis on statements:	No
Participant retirement readiness scores or income gap analysis on web/landing page:	Yes
Participant retirement readiness scores or income gap analysis on mobile devices:	Yes

**C26. Are you willing to conduct surveys to assess the success of any education program? (Yes/No) If yes, provide a participant survey example in the Exhibit Folder and label it Exhibit 7.**

Yes. Please refer to **Exhibit 7** in the Exhibit Folder for a sample participant survey.

**C27. If applicable, how frequently would you propose participant surveys be conducted? How frequently can the Plan Sponsor have participant surveys be conducted without incurring additional costs?**

Nationwide proposes annual participant satisfaction surveys.

Annual participant satisfaction surveys are included at no additional cost to the County.

**C28. Will you provide the Plan Sponsor with any customized educational materials? (Yes/No) If yes, briefly describe what level of customization is available for the following:**

Yes.

	Yes/No	Brief Description
<b>Website:</b>	Yes	Leveraging our award-winning website, ranked as the industry's #1 mobile experience by DALBAR since 2014, Nationwide provides a site specific to Monterey County's Plan that highlights the name, logo, plan-specific investment information, plan-specific contact information and a forms page.
<b>Education booklets:</b>	No	N/A
<b>Newsletters:</b>	No	N/A
<b>Mailers:</b>	Yes	Informational flyers and brochures can be customized with the County's Retirement Specialist's contact information. Mailed confirmations will show the Plan name and County logo.
<b>Participant statements:</b>	Yes	The County has the flexibility to customize participant statements with the County's name and logo, personal rate of return, beneficiary designations and custom messaging totaling 170 characters including any disclosures.
<b>Mobile applications:</b>	No	Nationwide's website is mobile-enhanced which adapts to mobile devices of all sizes, allowing you a seamless experience.
<b>Participant forms:</b>	Yes	Enrollment forms will include information specific to the County's investment options.
<b>Others:</b>	No	N/A

**C29. Does your Firm provide educational services to participants through the use of webinars, including interactive webinars? (Yes/No) If yes, provide links to demo session(s).**

Yes. Nationwide provides participants with live webinar sessions delivered by local Retirement Specialists. Retirement Specialists conduct webinars using any of the education modules below and answers participant questions throughout the session. Current webinars include:

- Managing Personal Finances
- Approaching Retirement
- Annual Participant Account Checkup
- Investment Strategies for Managing Risk

After each webinar, Nationwide sends out an online appointment scheduler allowing participants to set up a one-on-one appointment with their local Retirement Specialist to further discuss the concepts.

Additionally, Income Planning Specialists, offered through the Nationwide Retirement Institute, conduct webinars to break down complex issues retirees face, such as health care and Social Security. Insights from the Nationwide Retirement Institute's led us to develop the My Health Care Estimator, which is an interactive online tool that takes the guesswork out of preparing for medical costs during retirement. The tool provides insights into planning for health care in retirement and increases awareness of the contributions that should be made to cover these costs.

We invite you to view our webinars using the following credentials.

	Sample Website
<b>Web/Mobile Address:</b>	www.nrsforu.com
<b>Username:</b>	NRSrfpDemo
<b>Password:</b>	Demo!123

**Statements / System Technology:**

**C30. Do participant statements aggregate all account information if the employee were to have multiple plans/accounts with you? (Yes/No)**

Yes.

**C31. What external accounts, not held with your organization, can a participant aggregate into your system?**

The My Interactive Retirement Planner tool allows participants to take an in-depth look at their retirement savings but is intuitive to use and takes as little as 10 minutes from start to finish. In addition to the retirement plan accounts administered by Nationwide, participants can input pension benefits, other retirement plan savings, personal investments, and Social Security benefits to personalize the output from the Interactive Retirement Planner, for both them and their spouse, to capture total household retirement savings and income needs. My Interactive Retirement Planner has inputs to account for growth over time which participants can adjust to see the effect how contribution amounts, retirement age and investment returns impact their goal. We have also implemented a pension and social security estimator into the My Interactive Retirement Planner tool. Results are integrated into the participant Retirement Readiness Report and provide participants a holistic view of their projected income in retirement.

**C32. Does your system capture external account information at initial input? (Yes/No) For example, participant enters initial external account data and upon subsequent log-ins, the external account data populates.**

Yes.

**C33. Do participant statements allow for a customized message from the Plan Sponsor? (Yes/No) If yes, what limitations are placed on the size or length in words or characters of the message?**

Yes. The County has the flexibility to create custom messaging totaling 170 characters, including any disclosures.

**C34. Complete the chart regarding information available on participant statements. Mark (Yes/No) as appropriate and fill in the requested number of business days.**

	Yes/No
Monthly fund performance:	No*
Quarterly fund performance:	Yes
1-year fund performance:	Yes
3-year fund performance:	No*
5-year fund performance:	Yes
10-year fund performance:	Yes
Cash flow for quarter:	Yes
Roth deferrals for quarter:	Yes
Asset allocation:	Yes
Total assets:	Yes
Total Roth assets:	Yes
Total outstanding loan amount:	Yes
Loan repayment detail:	Yes
Personal rate of return:	Yes
Does the return take into account cash flow:	Yes

	Yes/No
Expense ratios:	Yes
Defined benefit assets (if applicable):	No
Projected retirement income based upon account balance and growth assumptions:	No*
Retirement readiness score:	No
	# Business Days
How many days after quarter-end are statements mailed?	15
How many days after quarter-end until statements are available online?	15
How long are statements available?	Up to 6 years*

\*Information available on the participant website

**C35. Provide a sample quarterly participant account statement. Include this in the Exhibit Folder and label it Exhibit 8.**

Please refer to **Exhibit 8** for a sample participant statement.

**C36. Can participants print on-demand account statements with self-selected time periods from your website? (Yes/No)**

No.

**C37. Complete the following table regarding the information and transaction capabilities available to Plan participants through Phone Service Representatives (“PSR”), Voice Response Unit (“VRU”), Desktop Computer, and Mobile App.**

(Indicate availability with Yes/No)

Participant Inquiry/Transactions	PSR	VRU	Desktop Computer	Mobile
Total account balance:	Yes	Yes	Yes	Yes
Roth account balance:	Yes	Yes	Yes	Yes
Account balance by fund:	Yes	Yes	Yes	Yes
Roth account balance by fund:	Yes	Yes	Yes	Yes
Investment elections:	Yes	Yes	Yes	Yes
Deferral rate:	Yes	Yes	Yes	Yes
Roth deferral rate:	Yes	Yes	Yes	Yes
Contribution history:	Yes	No	Yes	Yes
Transaction history:	Yes	No	Yes	Yes
Withdrawal history:	No	No	Yes	Yes
Loan application:	Yes	No	Yes	Yes
Outstanding loan balance:	Yes	Yes	Yes	Yes
Loan history:	Yes	No	Yes	Yes
Loan modeling:	Yes	No	Yes	Yes
Primary beneficiary designation:	No	No	Yes	Yes
Secondary beneficiary designation:	No	No	Yes	Yes
Fund performance:	Yes	Yes	Yes	Yes
Specific investment advice:	No	No	Yes	Yes
Automatic rebalance:	Yes	Yes	Yes	Yes
Paperless fund to fund transfers:	Yes	Yes	Yes	Yes

Participant Inquiry/Transactions	PSR	VRU	Desktop Computer	Mobile
Paperless future investment election change:	Yes	Yes	Yes	Yes
Paperless enrollment:	Yes	No	Yes	Yes
Paperless deferral/Roth deferral change:	Yes	No	Yes	Yes
Prospectus request:	Yes	Yes	Yes	Yes
Paperless loan application:	Yes	No	Yes	Yes
Paperless term distribution:	Yes	No	Yes	No
Investment advice online:	N/A	N/A	Yes	Yes
Hardship application and status:	Yes	No	Yes	Yes
Account distribution information:	Yes	No	Yes	Yes
Projected retirement income:	Yes	No	Yes	Yes
Mobile touch ID:				No
Mobile text alerts:				No
Mobile responsive design:				Yes

**C38. Except for investment advice/managed account offerings and self-directed brokerage options, are there any outside contractors or other vendors that would provide services to the Plan(s)? (Yes/No) If yes, briefly describe.**

No. To execute on our commitment to reach your employees in the manner that is best for everyone, we partner with a nationally recognized Customer Relationship Marketing firm, Merkle. We have partnered with Merkle since 2011 and they are a leading data-driven, technology-enabled, global performance marketing agency that specializes in the delivery of unique, personalized customer experiences across platforms and devices.

The agency's heritage in data, technology, analytics and security forms the foundation for its skills in understanding consumer insights that drive people-based marketing strategies. Using certain participant data shared by Nationwide, the marketing firm helps us target the appropriate retirement plan messages to each participant based on the participant's individual characteristics, demographics, and behaviors while considering the participant's preferences for accessing information, electronically or otherwise. Our experience and results have shown that such strategic analytics enable greater improvements in participant saving behavior because they receive relevant messaging through impactful delivery.

Because Nationwide provides the Participant Engagement Program and utilizes the marketing firm to collect and segment participant data through strategic analytics for use with the Program, we do not consider them to be a subcontractor for any purpose, including the applicability of any subcontractor provisions in any resulting contract between the parties.

**C39. Are participants able to enroll and make changes to their accounts by filling out a paper form? (Yes/No)**

Yes.

**C40. Does the Plan Sponsor have the ability to create a custom participant message for posting on the Internet site? (Yes/No) If yes, what limits are placed on the size of the message?**

Yes. Nationwide's experience has shown a message is best communicated in 100 words or less; however, we do not have a maximum limit.

**C41. Does your Firm provide for online participant loan applications? (Yes/No) If yes, can the entire process be completed online? (Yes/No)**

Yes.

No. General purpose loans can be completed entirely online. Primary residence loans require supporting documentation.

**C42. What is the latest time that a participant can make an investment transfer request and be assured that the transaction will be processed at the end of that day? Time should be listed in the Plan Sponsor’s time zone.**

Investment transfers must be received no later than the close of the NYSE, generally 1 p.m. PT, to be processed same day. Any requests received after the close of the NYSE will be processed the following business day.

**C43. Provide a test address and password in the table below for a representative participant website and/or mobile access experience.**

	Sample Website	Sample Mobile
<b>Web/Mobile address:</b>	www.nrsforu.com	www.nrsforu.com
<b>Log-in:</b>	NRSrfpDemo	NRSrfpDemo
<b>Password/security question:</b>	Demo!123	Demo!123
<b>Expiration date (if applicable):</b>	August 31, 2018	August 31, 2018

**C44. Briefly explain how phone and website passwords are assigned and changed. Please limit your response to 200 words.**

**Phone**

Participants select a 4-digit PIN on their first visit to the VRU. They must input the unique account number and date of birth to identify and establish their PIN. They can update at any time by selecting the appropriate prompt during their visit. When necessary, Customer Service Representatives (CSRs) can reset the PIN and then transfer the participant back to the VRU to securely reset their PIN.

**Website**

Upon their first visit to the website, users must be authenticated before they can access their plan information. During this initial visit, users must enter their account number, SSN, and date of birth, and create a unique password.

Nationwide uses Multi Factor Security for our websites. This level of security is focused on protecting participants accessing their accounts using mobile devices by prompting a participant to confirm their email address, provide a mobile number and provide the ability to register their device (laptop, smart phone, internet device, etc.).

The next time the participant logs in they may be challenged if the device they are using is not recognized by our system. If this occurs, the participant will need to obtain and enter a confirmation code before they can access their account.

**C45. Once your Firm receives a participant distribution or rollover request, how long does it take, in business days, for a check to be mailed out?**

Provided paperwork is received in good order, distribution or rollover requests are processed within three to five business days. Nationwide strives to process all requests within one business day.

**C46. Once your Firm receives a participant distribution or rollover request, how long does it take, in business days, for an electronic payment to be made to the participant’s outside account?**

Provided paperwork is received in good order, distribution or rollover requests are processed within three to five business days. Nationwide strives to process all requests within one business day.

**C47. Can participants select their own periodic payment distribution dates? (Yes/No)**

Yes.

**C48. Can these date(s) be changed once distributions have started? (Yes/No)**

Yes.

**C49. Can participants specify a specific fund source and/or fund order for the distribution? (Yes/No)**

Yes.

**C50. Can participants specify a specific tax source (i.e. pre-tax vs. after-tax) for the distribution? (Yes/No)**

Yes.

**Service Centers:**

**C51. Where are your national customer service center(s) located? List hours of operation in Plan Sponsor’s time zone. Note: this office is not to be confused with any proposed local office.**

Location	Days of Operation	Hours of Operation	Number of Service Reps
Columbus, Ohio	Monday – Saturday	Monday – Friday 5 a.m. – 8 p.m. PT  Saturday 6 a.m. – 3 p.m. PT	117
Scottsdale, AZ	Monday – Saturday	Monday – Friday 5 a.m. – 8 p.m. PT  Saturday 6 a.m. – 3 p.m. PT	60

**C52. What securities licenses are your customer service center representatives required to maintain? Provide your answer in the table below.**

Licenses	Yes/No
<b>Series 6:</b>	Yes
<b>Series 7:</b>	No
<b>Series 63:</b>	No
<b>Series 65:</b>	No
<b>Series 66:</b>	No
<b>Insurance:</b>	No
<b>Others (List):</b>	Series 26 for all Supervising Principles Series 6, 65, Life & Health for internal Retirement Specialists

C53. Complete the following table regarding your call center and website:

	2017	2016	2015
<b>Average call response time (min:sec):</b>	0:27	0:41	0:12
<b>Average length of calls (min:sec):</b>	5:16	5:22	4:36
<b>Number of dropped calls:</b>	2.1%	3.5%	0.84%
<b>% of transactions handled by VRU:</b>	*	0.42%	6.25%
<b>% of transactions handled by web:</b>	*	90.13%	90.25%
<b>% of transactions handled by PSR:</b>	*	3.49%	3.50%
<b>Call center personnel turnover rate:</b>	7.5%	7.4%	8.1%

\*Nationwide no longer tracks this metric.



**D. Plan Sponsor Services**

**D1. Complete the table for any person who would work directly with the Plan Sponsor, such as a regional field manager(s) or a relationship manager(s). Include only the names of representatives who would meet face-to-face with Plan Sponsor employees. Exclude personnel listed in Question C14 unless that person(s) would spend a material amount of time working with Plan Sponsor employees (independent of participants).**

<b>Representative's name:</b>	John Steggell, Managing Director
<b>Years at firm:</b>	Less than 1 year
<b>Years in industry:</b>	23 years
<b>Location (City, State):</b>	Los Angeles, CA
<b>Total number of accounts serviced:</b>	15 clients
<b>Total assets serviced:</b>	\$3.5 billion
<b>Total number of participants serviced:</b>	23,000
<b>University degree(s) (BA/BS/MBA, etc. and school(s)):</b>	BA, University of Southern California
<b>Professional credential(s):</b>	Chartered Financial Consultant Chartered Retirement Plans Specialist State of California Health & Life Licenses
<b>FINRA/insurance license(s):</b>	Series 6, 63 and 65 licenses
<b>Work schedule (days and hours):</b>	M-F any time of day Weekends when needed
<b>Anticipated turnaround time for returning phone calls:</b>	Within 12 hours

**D2. Will your Firm assign the Plan Sponsor a relationship manager that will serve as a single point of contact? (Yes/No) If yes, would this employee attend regular Committee meetings at Plan Sponsor offices as requested? (Yes/No) If yes, would they offer regular Committee education or training at these meetings?**

Yes. John Steggell, Managing Director, will serve as the County's single point of contact and will be your expert partner responsible for strategic consulting and oversight of your Plan. John will partner with the County to share best practices in plan design and operational efficiencies that result in measurable participant outcomes. He will organize and lead quarterly Plan Review meeting which address Plan update and initiatives, compliance, operations and participant education. John will also provide direct supervision over the County's Retirement Specialist and drive the strategy of all education and outreach services.

Yes. John is available to attend regular Committee meetings to provide education and training, when needed.

**D3. Will the Plan Sponsor be able to participate in the selection of this relationship manager assigned to the account? (Yes/No)**

Yes.

**D4. How would your Firm handle a scenario where the Plan Sponsor was not satisfied with the relationship manager assigned to the account?**

If a scenario arises where the County is not satisfied with their Managing Director, we will work closely with you to evaluate the dissatisfaction. Based on the details, we will coordinate with our Human Resources department to develop a plan for corrective action and feedback. In the event the actions or behavior do not change, removal from the Plan may result.

**D5. How frequently do you conduct client satisfaction surveys at the Plan Sponsor’s level?**

Annually.

**D6. Are Plan Sponsor surveys done internally or outsourced to a third party? If done internally, who is responsible for conducting the surveys (i.e. relationship manager, etc.)?**

Internally.

Nationwide’s corporate marketing team leads Plan Sponsor survey efforts.

**D7. Complete the table below regarding tasks an authorized Plan Sponsor staff member is able to accomplish on behalf of participants. If they are able to accomplish each task, list the format available as well as when any changes become effective.**

Task	Yes/No	Format (web, paper, etc.)
Change participant information (name, address, beneficiaries, other contact information, etc.):	Yes*	Paper, Electronic File Submission
Designate date of termination online:	Yes	Electronic File Submission
View deferrals per participant:	Yes	Web and CSR
View account balance(s) as of a given date:	Yes	Web and CSR
View Plan statements per quarter:	Yes	Web and CSR
View YTD contributions per participant:	Yes	Web and CSR

*\*Plan sponsors do not have the ability to change participant beneficiary information.*

**D8. Complete the table below regarding all of the reports you currently provide to Plan Sponsors.**

Report	Frequency	Available in Paper?	Available on Website?
Employer Statement	Quarterly	Yes	Yes
Gauging Success	Quarterly	Yes	Yes
Legislative Update	Monthly	Yes	Yes
Economic Dashboard	Monthly	Yes	Yes
Economic Review	Monthly	Yes	Yes
Strategic Advantage Newsletter	Quarterly	Yes	Yes
Service Level Agreement	Quarterly	Yes	No
Communication/Education Plan	Annual	Yes	No
Investment Review	Quarterly	Yes	No
Summary by Investment	Daily	Yes*	Yes
Plan Demographics	Daily	Yes*	Yes
Fund Balance and Participant by Age	Daily	Yes*	Yes
Ad hoc reporting	Variable	Yes	Yes

*\*Web-based report that employers may choose to print.*

**D9. Provide sample plan activity report(s), a quarterly plan sponsor statement, and daily, monthly, quarterly, and annual accounting statements for a participant-directed retirement plan. Total reports are not required, but include enough pages of each report to demonstrate its use and features. Include with your proposal a set of screen shots to illustrate electronic delivery. All should be included in the Exhibit Folder and label it Exhibit 9.**

Please refer to **Exhibit 9** for sample Plan Sponsor reports and screen shots.

D10. Complete the table below to allow access to the demo plan sponsor website.

	Sample Website
Web address:	www.nrsforu.com/plansponsor
Log-in:	NRSrpfDemo
Password/security question:	\$Password2
Expiration date (if applicable):	August 31, 2018

D11. Indicate which administrative functions the Plan Sponsor may outsource, assuming they make use of all your administrative services and authorize your Firm to make approvals or otherwise perform.

	Will Proposing Firm perform this function? (Yes/No)	Once authorized, will the Proposing Firm carry out this function entirely without further Plan Sponsor staff involvement? (Yes/No)
Qualified Domestic Relations Order (QDRO) review:	Yes <sup>1</sup>	Yes
QDRO approval:	Yes <sup>1</sup>	Yes
Emergency distribution review:	Yes <sup>1</sup>	Yes
Emergency distribution approval:	Yes <sup>1</sup>	Yes
Beneficiary change processing:	Yes	Yes
Term distribution processing:	Yes	Yes <sup>2</sup>
Minimum required distribution processing:	Yes	Yes
De minimis distribution processing:	Yes <sup>1</sup>	Yes
Plan document review/update:	Yes <sup>3</sup>	Yes <sup>3</sup>
New participant loan applications and approval:	Yes	Yes

<sup>1</sup>Nationwide will administer these features in accordance with the delegation and direction from the Plan Sponsor and in accordance with all legal requirements and the plan document

<sup>2</sup>The Plan may be contacted to verify separation/retirement

<sup>3</sup>If the Plan adopts Nationwide's prototype plan document, Nationwide will review and update as required. The Plan will be required to sign and accept updated plan documents when necessary.

D12. Complete the table below indicating the information and services you provide specifically to Plan Sponsors over the Internet.

Function	Proposing Firm will offer this function? (Yes/No)
Report writing capabilities:	Yes
Payroll Deferral Posting Data:	Yes
Participant Account Balance Information:	Yes
Plan Account Balances by Fund:	Yes
Indicative Data Changes:	No
Withdrawal Request/Status Tracking:	No
Total Outstanding Loan Balances:	Yes
Total Number of Loans in Default:	Yes

**D13. Briefly describe when and how the Plan Sponsor and participants would be notified of loan default status, either while in service or post-separation. Be sure to include an explanation of what assistance you require from the Plan Sponsor in this regard.**

Nationwide notifies participants of missed payments and provides options to keep loans in good standing. A letter is issued to the participant when a loan default occurs.

Once the loan is in default, if any repayment is not received by the end of the applicable cure period, the entire unpaid loan amount and accrued interest will be reported to the Internal Revenue Service as a deemed distribution as required by law, and the participant will receive a 1099-R.

No Plan Sponsor assistance is required.

**D14. Does an individual participant have the ability to make loan repayments after separating from service? (Yes/No) If yes, indicate what sources other than payroll deduction are available.**

Yes. Participants may elect to have loan payments deducted from a personal bank account via Automatic Clearing House (ACH).

**D15. Briefly describe your Firm's participant loan administration processes and capabilities, including how a participant would apply for a loan and how the deduction information would be transmitted to the Plan Sponsor.**

Nationwide services nearly 8,000 plans and many of them offer loans. We have a dedicated Loans Team that works to help ensure loan administration is working properly on existing loans and that participants have a positive experience when requesting new loans at Nationwide. We have the capability to handle the entire loan process and we look forward to working with the County to review the processes and procedures in place today to ensure they meet your needs.

Nationwide provides loan modeling and amortization scheduling on all loans. Balances must be paid in full over a maximum term of five years – except for residential loans, which can be taken up to a maximum of 15 years. We administer loans directly through the Plan permitting participants to take loans from their account and repay it with after-tax dollars.

We provide amortization schedules, all required paperwork, and loan disbursements and keep the County informed of total outstanding loan principal through the customized website and quarterly Plan Statement. The information below describes provisions that many plans follow in their loan programs:

**Minimum and Maximum Loan Amounts**

The minimum loan amount is \$1,000. The maximum loan amount is the lesser of:

- 50% of the participant's vested account balance (not including deemed IRA account, if applicable), or
- \$50,000 reduced by the excess (if any) of -
  - the highest outstanding loan balance during the preceding one-year period, over
  - the outstanding balance of loans from the plan on the date on which such loan was made

**Loan Application**

- Online – The Plan Sponsor's provisions currently do not allow online loan modeling or initiation; however, online modeling and initiation is available, if permitted by the Plan and Plan Documents. If allowed, only General Purpose loans can be modeled and initiated online. Primary Residence loans can be modeled online but additional documentation will be required to initiate. We look forward to reviewing the loan provisions with the Plan Sponsor.
- Call Center – CSRs generate and send loan application paperwork through email, fax or mail.

**Loan Guidelines for Participants**

Participants can apply for a loan from the Plan subject to limitations and other provisions outlined below:

- Repayment Method – Loan repayments are made through payroll deduction or via ACH payment from a participant’s bank account
- Participant Eligibility – All Plan participants are eligible to take a loan from their account, based on Plan provisions outlined by the County’s Plan Document. To qualify, participants must also complete and sign a loan application and pay an application fee.
- Number of Loans – A participant may only have the number of outstanding loans allowed in the agreed-upon Loan Administrative Procedures.
- Suspension of Loan Payments – A participant may suspend loan repayment while on qualified military leave of absence or non-military leave of absence documented with the employer. The employer is responsible to notify Nationwide when a participant is on leave.
- Interest Rate – The interest rate will be determined by the County.

**D16. In the past five (5) years, have any of your Firm’s public sector clients experienced participant loan defaults that were not reported to the Plan Sponsor and/or participant in a timely fashion, resulting in taxes not being paid in the correct year? (Yes/No) If yes, how many plans managed by your Firm experienced such an event?**

Yes. In the past five years, we have identified a small number of Plans that have had participant loan defaults not reported, representing less than half of one percent of loans taken within those plans.

When we identify an issue, we notify the Plan Sponsor and work with the Plan and the participant to make any necessary corrections or adjustments. In our ongoing commitment to ensuring plan loan programs are operating in accordance with the terms of the Plan, we will continue to review plans that offer loans, and if a discrepancy is found, we will work directly with the Plan Sponsor to reach a resolution.

**D17. Complete the table below regarding the percentage of defined contribution (DC) plans that offer automatic enrollment and/or a Roth deferral feature. For the governmental plans, these statistics should compare governmental plans with other governmental plans only.**

Year	% of Total DC Plans with Auto Enroll	% of Total DC Plans with Roth Deferral	% of Governmental DC Plans with Auto Enroll	% of Governmental DC Plans with Roth Deferral
2017	<1%	43%	<1%	26%
2016	<1%	2%	<1%	8%
2015	<1%	2%	<1%	8%
2014	<1%	2%	<1%	2%

**D18. Do you need the Plan Sponsor to specifically identify whether a Plan participant is making regular contributions, pre-retirement catch-up contributions, and/or age 50+ catch-up contributions? (Yes/No for each contribution type)**

No for each contribution type.

**D19. List any other administrative outsourcing services, not yet noted, that your Firm would make available to the Plan Sponsor.**

**Tax Reporting**

Tax forms are prepared for participants who received distributions under the Plan during the calendar year. 1099-R forms are issued within 31 days of the close of the calendar in year that the distribution was made. Income reported on 1099-R forms is taxable subject to applicable federal, state or local laws. Distributions made to beneficiaries and alternate payees are also reported on Form 1099-R.

**D20. Are all communication and education services configured to comply (at a minimum) with the provisions of applicable federal law? (Yes/No)**

Yes.

**D21. Although ERISA is not applicable to public sector plans, will you comply with the communication and education requirements of subdivision (c) of Section 1104 of Title 29 of the US Code, commonly referred to as Section 404(c), as a means of assuring that the Plan Sponsor meets its fiduciary responsibilities? (Yes/No)**

Yes.

**D22. Does your Firm apply the US Department of Labor (DOL) plan sponsor and participant regulations requiring fee disclosure to plan sponsors and participants in non-ERISA-governed plans? (Yes/No) If no, briefly explain why and offer a timeframe in which you could comply with those regulations in relation to the Plan Sponsor's Plan(s). If yes, please include a sample in the Exhibit Folder and label it Exhibit 10.**

Yes. Although governmental plans are not subject to ERISA fee disclosure requirements, Nationwide provides plan sponsor level fee disclosures modeled after the requirements of ERISA 408(b)(2) via our Plan Sponsor website. Plan Sponsors can view all fees associated with their retirement plan from these four categories: Gross Expense Ratios, Mutual Fund Service Fee Payment information, Redemption Fees, and Recordkeeping fees. A fee explanation guide is available to assist in understanding what is included in the fees associated with your Plan. Options to print and view historical Plan Sponsor Fee Disclosures are available as well.

If you choose to offer access, participants can currently view a Comparative Chart of Investment Options and Annual Operating Expenses modeled upon the corresponding portion of the 404(a)(5) fee disclosure requirements. We anticipate providing additional disclosures modeled upon the remaining aspects of the 404(a)(5) disclosures for our public-sector clients in 2018.

Please refer to **Exhibit 10** in the Exhibit Folder for a sample Fee Disclosure Summary.

**D23. Will your Firm comply with the DOL fiduciary regulations? (Yes/No) If yes, please specify how. Limit your response to 200 words.**

Yes. Nationwide is prepared to comply with applicable DOL fiduciary regulations. Nationwide is monitoring the evolving fiduciary requirements in light of the 5th Circuit Court's decision finding that the DOL exceeded its authority with respect to its Conflicts of Interest Rule (commonly referred to as the DOL Fiduciary Rule). Nationwide's Retirement Specialists educate participants about their options so they can make informed decisions. Nationwide's robust platform of proprietary and non-proprietary fiduciary and non-fiduciary service offerings allow us to offer our participants and Plan Sponsors access to many levels of support while maintaining compliance with DOL Fiduciary Regulations. Nationwide is committed to our clients and will continue to provide the valuable services our clients have come to expect.

**D24. Are you willing to indemnify and hold the Plan Sponsor harmless from any legal claims and actions arising out of the educational activities you provide to Plan participants (Yes/No) If no, briefly explain.**

Yes. Nationwide will indemnify and hold harmless the Plan from judgments that include a finding of negligence or breach of contract arising out of participant education activities provided by Nationwide that are not in compliance with applicable law. The following indemnification language is included in Nationwide's standard Administrative Services Agreement:

*Nationwide agrees to indemnify, defend and hold harmless the Plan Sponsor, its officers, directors, agents, and employees from and against any loss, damage or liability assessed against the Plan Sponsor or incurred by the Plan Sponsor arising out of or in connection with any claim, action, or suit brought or asserted against the Plan Sponsor alleging or involving Nationwide's non-performance of the provisions of this Agreement under Nationwide's exclusive control, or negligence or willful misconduct in the performance of its services, duties and obligations under this Agreement.*

**D25. Will you provide legal assistance and compliance to assure the Plan(s) operate in compliance with current and future Internal Revenue Code Section 457 provisions? (Yes/No)**

Yes.

**D26. How will you inform the Plan Sponsor of actual or contemplated changes in laws or regulations that would impact the Plan(s)?**

John Steggell, Managing Director, will provide quarterly updates to the County that include pending legislative or regulatory changes that may impact the Plan.

Additionally, Nationwide is committed to administering the Plan in accordance with current federal law and the Plan Document. We have the corporate resources and backing of our parent company, Nationwide Mutual Insurance Company, including its government relations, legislative affairs and other regulatory experts who keep us up to date on pending and new legislation, regulatory actions, and other matters pertaining to our record keeping system and the plans we administer.

Although we cannot provide the Plan with legal or tax advice, we will keep the Plan informed of current legislative and regulatory actions that may affect your plan through alerts and communications such as our monthly Legislative and Regulatory Report. Furthermore, if the Plan Sponsor uses Nationwide's standard plan documents, we will keep the plan documents up to date with current laws and regulations.

**D27. Will your Firm provide and maintain model plan documents for the Plan Sponsor for the Plan(s)? (Yes/No)**

Yes.

**D28. Does your Firm provide a plan sponsor newsletter? (Yes/No) If yes, provide a copy of the two most recent editions of this newsletter. Include these in the Exhibit Folder and label it Exhibit 11.**

Yes.

Please refer to **Exhibit 11** in the Exhibit Folder for the two most recent editions of the Strategic Advantage Newsletter and the Legislative Report.

**E. Investment Flexibility**

**E1. Will you require the use of a proprietary option to secure any enhanced pricing offered under this bid? (Yes/No). If yes, please name the product(s).**

Yes.

Required Proprietary Product Name
Nationwide Guaranteed Fund – No MVA

**E2. Provide the crediting rate formula for the proposed capital preservation investment option(s) (stable value, General or Fixed Account, etc.). Illustrate the current rate using this formula.**

Our offer to the County includes the use of the **Nationwide Guaranteed Fund – No MVA** as the stable value option. The Nationwide Guaranteed Fund -No MVA is currently crediting a rate of 2.25% for the 3<sup>rd</sup> Quarter 2018. The rate is announced on a quarterly basis.

Although the Nationwide Life Guaranteed Fund currently does not have any explicit asset management charges, Nationwide Life’s compensation is derived from the difference between what NLIC earns on investments and what it credits to participants. Costs and expenses (such as plan charges and any expense credits issued to the Plan, including Nationwide Life’s compensation) are reflected in the crediting rate. The crediting rate is determined by the investment return earned on Nationwide Life’s portfolio, reduced by expenses (including compensation to Nationwide Life).

**E3. For the proposed capital preservation investment option(s), provide monthly or quarterly investment returns, net of management and wrap fee, for the last 10 years in an Excel spreadsheet. Include this in the Exhibit Folder and label it Exhibit 12.**

Please refer to **Exhibit 12** for the quarterly investment returns of the Nationwide Guaranteed Fund.

**E4. Provide the market-to-book value ratio (or formulaic equivalent adjustment factor) for the proposed capital preservation investment option(s) and the crediting rate (net of fees) for each of the following years:**

	Market Value to Book Value Ratio	Net Annualized Credit Rate
2017	105%	2.15%
2016	106%	2.29%
2015	103%	2.56%
2014	105%	2.76%
2013	105%	3.15%
2012	109%	3.35%
2011	106%	3.45%
2010	Not Available	Not Available
2009	Not Available	Not Available
2008	Not Available	Not Available

**E5. For the proposed capital preservation investment option(s), provide the most recent attribution sheet that shows the current portfolio breakdown by sector along with any and all wrap providers. Include this in the Exhibit Folder and label it Exhibit 13.**

Please refer to **Exhibit 13** for the Nationwide Guaranteed Fund fact sheet.



**E6. As applicable, provide a list of the fixed/stable value option wrap providers for any proprietary products and indicate whether or not they are currently providing additional wrap capacity.**

Not applicable. The Nationwide Guaranteed Fund – No MVA is a general account product.

**E7. Describe the liquidity provisions for the proposed capital preservation investment option(s).**

The Nationwide Guaranteed Fund – No MVA offers full liquidity for participants, allowing them to make investment option elections that are best suited to their individual goals. Participants have full liquidity at book value for exchanges while exchanges out of the Nationwide Guaranteed Fund – No MVA will be subject to a 90-day equity wash when exchanged to a competing fund.

**E8. If applicable, state the market value adjustment formula that will apply to the capital preservation product(s) that your firm has proposed under enhanced pricing. Briefly describe as needed.**

Plan Sponsors will receive the market value at termination. Upon completion of the initial term, the contract can be terminated by either party. When the contract is terminated, the contract owner will receive the total market value of the Nationwide Guaranteed Fund – No MVA within 60 days, allowing the Plan Sponsor the flexibility to manage the Plan’s investment options in the current, dynamic market. The Market Value of the Nationwide Guaranteed Fund – No MVA can be defined as the sum of the values of the underlying investments. The Plan Sponsor's Accumulation Account Value may be more or less than the Market Value.

The Nationwide Guaranteed Fund – No MVA also includes an 18-month put.

**E9. What benchmark is used to evaluate the performance of the proposed capital preservation investment option(s)?**

Not applicable.

**E10. For the proposed capital preservation investment option, please confirm whether it is a general account, commingled pool, or separate account.**

The Nationwide Guaranteed Fund – No MVA is a general account product.

**E11. Provide a list of all stable value/capital preservation products that are available through your investment platform.**

Product Name	Expense Ratio	Revenue Share	Current Net Crediting Rate	Proprietary? (Yes/No)
Nationwide Guaranteed Fund – No MVA	0.00%	0.00%	2.25%	Yes
Nationwide Stable Value Fund	0.40%	0.00%	2.12%	Yes
Morley Stable Value	0.80%	0.25%	1.46%	No
Galliard Stable Value Fund D	0.34%	0.00%	2.15%	No

*Rate may be adjusted based on agreed-upon revenue requirement*

**E12. For any proposed stable value fund or fixed option, are you able to offer a guaranteed minimum floor above 0.00%? (Yes/No) If yes, please explain and specify for how long the rates are guaranteed?**

Yes. The Nationwide Guaranteed Fund – No MVA has a guaranteed rate of 2.25% for the first 12 months of the contract. The guaranteed minimum interest rate is 0.00%.

**E13. For any product that has a put provision, will you allow the Plan Sponsor to provide notice of possible liquidation in advance of any formal decision? For example, could the Plan Sponsor ask you to begin the put notification period and then elect at a later time to keep the fund prior to any actual liquidation and without any charge to the Plan and participants? (Yes/No)**

Yes.

**E14. For all investment options on your platform, do you have restrictions on the number of trades a participant may make in a month, quarter, and year? (Yes/No) If yes, briefly describe.**

Yes. Various mutual funds have adopted their own excessive trading policies. In addition, Nationwide has established the following excessive trading policy to monitor and prevent market timing:

1. If six or more trade events occur in one calendar quarter, the participant is notified that the level of trading activity in their account has characteristics of market timing.
2. After this notification, if 11 trade events occur across two consecutive calendar quarters, all trade requests for the remainder of the calendar year are required to be submitted in paper form via regular mail.
3. Once 20 trade events occur in a calendar year, all trade requests for the remainder of the year are required to be submitted in paper form via regular mail.

A "trade event" is defined as any trade or combination of trades occurring on a given valuation day, including an asset rebalancing transaction. In addition, a trade event can include any and all funds available within a participant's account.

Trade requests received after the close of the market (typically 1:00 P.M. PT) will be processed the following business day at that day's closing market price. Fund houses may also apply additional restrictions on the number of allowable trades and/or trading frequency in accordance with their prospectus.

**E15. Can your organization apply short-term trading restrictions and redemption fees? (Yes/No) Is it your practice to apply these restrictions and fees in accordance with the fund company's policies? (Yes/No)**

Yes.

Yes.

**E16. How are participants notified if a trade or transfer they are making will have a redemption fee assessed? Does your system provide them guidance on how to avoid this charge? (Yes/No) If yes, briefly describe.**

Participants using the website will receive a message that redemption fees may apply when applicable, and a description of the redemption fees is provided. Information on avoiding the fee is included in the message. CSRs also provide redemption fee information when trades are made via phone.

Yes. Our website and CSRs notify participants of possible redemption fees, allowing participants to make informed decisions regarding charges associated with trades and transfers.

**E17. How many days will it take for you to add or remove a fund from the Plan Sponsor's Plan(s) once you have been given instructions?**

The process to add and remove a fund typically takes eight weeks from start to finish.

**E18. Are fund additions and deletions subject to any monthly, quarterly or annual schedule? (Yes/No) If yes, define the schedule.**

Yes. Funds can be added or removed during any of our periodic release dates scheduled throughout the year, typically one per month. Depending on when the Plan requests a fund addition/removal, the investment menu would be updated with the next available scheduled release. Nationwide is willing to work with the Plan Sponsor if a fund change is required outside of our standard schedule.

**E19. Briefly describe any restrictions to adding new funds to your platform. Limit your response to 250 words or less.**

Nationwide must be able to establish an agreement with the fund provider prior to adding any new funds to our platform. Depending on when the Plan requests a fund addition/removal, the investment menu would be updated with the next scheduled release.

**E20. Will you process non-NSCC eligible investment options? (Yes/No) If yes, please describe any costs associated with the trades?**

Yes. Nationwide can process non-NSCC eligible investment options. Depending on the investment options requested by the Plan Sponsor, additional resources and costs may be required.

**E21. Is your Firm able to aggregate assets in certain funds across your other clients to achieve enhanced pricing through prescribed breakpoints? (Yes/No)**

Yes.

**E22. Provide a list of the investment options available through your proprietary and alliance networks. This list should include ticker symbols, expense ratios and revenue share information available for every fund. Segment the list by asset class. Provide this report in an Excel spreadsheet and include this in the Exhibit Folder and label it Exhibit 14.**

Due to the extensive number of funds currently offered, we are providing a complete list of all available fund houses with whom we have an agreement. Upon request, we will provide a complete listing of funds offered, currently around 13,000 funds.

Please refer to **Exhibit 14** for a full fund house listing.

**E23. Answer Yes/No in the table below to indicate your Firm’s ability to provide record keeping for the Plan Sponsor options that may include:**

Investment Type	Yes/No
Non-proprietary Commingled Trust Investment Products:	Yes
Non-proprietary General Account:	Yes
Non-proprietary Separate Account Investment Products:	Yes
Exchange-Traded Funds (ETFs):	Yes
Non-proprietary Annuity/Guaranteed Retirement Income Products:	Yes

**E24. Do you currently offer any sort of guaranteed minimum withdrawal benefit (GMWB) product? (Yes/No) If yes, please briefly describe the product including a description of the investment vehicle(s) and pricing. Include this description in the Exhibit Folder and label it Exhibit 15.**

No. Nationwide offers traditional annuity options available within the Plan.

**E25. If you answered “Yes” to the question above, will you allow other third party administration (TPA) companies to record-keep your GMWB product? (Yes/No) If yes, please identify the TPA firms that are providing your GMWB product to defined contribution plans today.**

Not applicable.

**E26. Will your Firm record keep the guaranteed minimum withdrawal benefit products provided by other firm’s? (Yes/No). If yes, please list the GMWB products of other firms that are available on your platform today.**

No.

**E27. Do you offer a self-directed brokerage account (SDBA) option? (Yes/No)**

Yes.

**E28. Which brokerage house(s) can be utilized?**

Charles Schwab Personal Choice Retirement Account.

**E29. Answer yes/no in the following grid as it relates to the SDBA.**

	Can be traded? (Yes/No)	Can be restricted? (Yes/No)
<b>Stocks:</b>	Yes	Yes
<b>Bonds:</b>	Yes	Yes
<b>ETFs:</b>	Yes	Yes
<b>Mutual Funds:</b>	Yes	Yes
<b>Options:</b>	Yes	Yes
<b>Other Derivatives</b>	Yes	Yes
<b>Closed-end Limited Partnership</b>	Yes	Yes

**E30. Do you have the ability to limit offerings in the SDBA option in a single Plan even if your Firm is record keeper for multiple Plans? (Yes/No) If yes, please briefly explain.**

Yes.

**E31. Do you have the ability to restrict the amount of assets a participant is able to hold within the SDBA? (Yes/No)**

Yes.

**E32. Briefly discuss the process of transferring assets to/from the core account, and any restrictions in trading frequencies, asset amounts or timing that may be imposed in the SDBA.**

Once enrolled, participants can transfer funds from their core account to Schwab. The process for transferring to the Schwab Personal Choice Retirement Account is described below.

*Day 1* – The participant contacts Nationwide via the participant call center or via the website to request to move money from their core account to their SDBA. Nationwide sends transfer information in a cashiering file specifying how many of the wired funds from the core account are to be allocated to each participant’s SDBA.

*Day 2* – Wired funds are deposited into cash accounts for each participant. The participant cannot view the amount of cash on the Schwab website, but if the wired funds are deposited prior to market close, the participant can place trades at Schwab.

*Day 3* – Cash accounts are deposited in a money market at Schwab and the participant can then see the amount on the Charles Schwab website, and can begin trading in their SDBA.

The participant can then use one of the following options to place trade orders in their SDBA:

- [www.schwab.com](http://www.schwab.com)
- Mobile Applications for iPhone, iPad, and other devices
- Dedicated SDBA Call Center at (888)393-7272
- TeleBroker® touch tone
- Schwab by Phone™ voice recognition

**E33. Are participants able to defer directly to the SDBA? (Yes/No)**

No.

**E34. Briefly describe how Roth assets are handled within the SDBA.**

Within the plan, a participant can establish both Roth and Non-Roth accounts. To maintain money source integrity, the accounts remain separate through their transition to and from the SDBA.

**E35. Can participants separately designate the transfer of either pre-tax or Roth after-tax dollars to the SDBA? (Yes/No) If yes, will the pre-tax and Roth after-tax contributions and earnings show separately on participant SDBA statements?**

Yes.

Yes. Pre-tax and Roth after-tax contributions and earnings are reported separately.

**E36. Briefly describe what information your quarterly statements include regarding specific transactions conducted in the SDBA.**

Quarterly Nationwide statements display the total amount in the SDBA and any transfers processed into and out of the SDBA account during the quarter. Participants receive separate Schwab statements that show more detailed information on transactions within their SDBA.

**E37. Provide a sample participant statement that your recommended SDBA partner would provide to participants. Include this in the Exhibit Folder and label it Exhibit 16.**

Please refer to **Exhibit 16** for a sample Schwab SDBA participant statement.

**F. Transition**

**F1. How many governmental plans from \$100 to \$500 million has your Firm transitioned from other providers in the past five years?**

Seven.

**F2. Provide an outline of your transition plan for the Plan Sponsor’s retirement Plan. Include a timeline that describes necessary actions, responsible parties and target completion dates. Assume a transition date of April 1<sup>st</sup>, 2019. Include this in the Exhibit Folder and label it Exhibit 17.**

Please refer to **Exhibit 17** for a sample transition plan.

**F3. Briefly describe how will you guarantee your stated implementation timeframe? How will you measure the success of the transition?**

Nationwide will place \$25,000 at risk toward transition performance guarantees and an additional \$25,000 at risk annually for mutually agreed upon performance guarantees. A transition schedule has been included in the **Exhibit 17** and we look forward to discussing these guarantees with the County, if awarded a contract. The most important measure of a successful transition is a one-day blackout, which Nationwide can achieve if funds are received by the surrendering firm early enough in the day.

**F4. Provide a one-page outline of your plan for communicating the transition to participants. Include this in the Exhibit Folder and label it Exhibit 18.**

Please refer to **Exhibit 18** for a sample communication plan.

**F5. Will you offer the Plan Sponsor a dedicated transition management team? (Yes/No) If yes, briefly describe the team members and their roles in the following table.**

Yes. Dave Hall leads a team of Transition Managers, who support plan transitions to Nationwide. Upon award of the contract, a Transition Manager will be assigned. The Transition Manager will have overall relationship and functional management responsibilities throughout the process, including responsibility for all administration and compliance elements of the transition. Dave Hall will select the Transition Manager at the time of contract award.

Team member	Role	Other coincidental transitions	Number of prior plans transitioned from current record keeper
Dave Hall	Director	TBD	9
TBD	Transition Manager	TBD	TBD

**F6. Based on the Plan Sponsor’s demographic data and your Firm’s experience, complete the table below regarding your proposed on-site education/communication commitment for the transition period. This response should be based upon the total hours and days that could be committed to under the services contract. If partial service days are considered in the proposal, the partial service days should not be counted as full days, but rather as their proportional equivalent of each day (for example: two half days equal one full day under the contract).**

Proposed total number of service days:	20
Proposed total number of service hours:	160

**F7. Briefly describe how will you handle accounts already in systematic distribution during a Plan transition?**

Prior to the transition, Nationwide secures payout files that give a complete listing of all participants already in distribution. This listing includes all necessary payout details to ensure participants do not experience an interruption of payment. Nationwide works with the current provider to guarantee all payouts are processed throughout the transition, including acceleration of payments that may fall on or during the transition period.

**F8. Briefly describe your approach to communicating with retired or otherwise separated employees.**

Upon award of the contract, we will meet with the County to finalize transition and communication plans for current and separated employees. Throughout the transition, we suggest a series of communications to current, eligible and separated participants including:

- Letters – mailed to all Plan participants
- Workshops – led by Retirement Specialists discussing the transition and enhancements
- One-on-one consultations – onsite Retirement Specialists and phone-based Internal Retirement Resource Group will personally discuss the new enhancements with participants
- Transition Communication – available to all participants. The transition communication will outline the transition process and include information regarding time and date of on-site meetings.

**F9. Briefly describe how emergency distribution requests will be handled during the blackout.**

Nationwide assumes the recordkeeping responsibilities of emergency distributions during the transition, if the County delegates this responsibility to us. Upon delegation, we service requests through the normal processes.

If the other provider imposes a blackout during transition, Nationwide can, at the County's direction and in accordance with the procedures, review and approve or deny emergency distribution applications. We work with the other provider to limit blackouts to minimize disruption to plan participants. Once Nationwide is in receipt of the Plans' assets, the County may request emergency distributions on behalf of participants.

**F10. How many days do you anticipate the entire blackout period lasting on your system? How many days in total?**

One day. However, the current provider may require additional days prior to transitioning the assets and records.

**F11. Briefly describe any transactions that would be prohibited during this period?**

All transactions are prohibited during the one-day blackout.

**F12. How long will participant assets be out of the market during the transition?**

One day.

**F13. Are you able to transfer any of the Plan assets/shares (included those in the SDBA) in-kind? (Yes/No) If yes, please identify and briefly explain.**

Yes. Based on the investment menu selected by County, some assets may be transferred in-kind. Funds that are not able to be transferred in-kind will be mapped at and in accordance with the directions of the County to a like fund.

**G. Fees and Expenses Proposal**

**G1. Complete the table below, showing your firm’s proposed annual fee, on a per-participant, fixed dollar fee for providing record-keeping, administration, participant services, plan sponsor services, and on-site education and counseling for the Plan(s) assuming the use of no proprietary products. It should be noted that while the Plan Sponsor is interested in longer term pricing, purchasing requirements may stipulate that the maximum term available is limited to five years. Thus, any seven-year pricing offers carry an assumption that the Plan Sponsor extends its contract with your firm at the appropriate time and the risk that the Plan Sponsor does not extend.**

Contract Term	Total Fee	Willing to offer pricing without guaranteed extended term (Yes/No)
Five Years:	\$99	Yes
Seven Years:	\$96	Yes

**G2. If your firm is willing to provide enhanced pricing based on the use of any proprietary products or services, such as (but not limited) to a specific stable value/general account option, advisory/managed account services, and/or brokerage option, please state what your fee would be on a per-participant, fixed dollar basis with the use of any such proprietary offerings and state the required product(s) or service(s).**

Contract Term	Total Fee	Willing to offer pricing without guaranteed extended term (Yes/No)	Name of proprietary product(s) or service(s) required
Five Years:	\$20	Yes	Nationwide Guaranteed Fund – No MVA & Nationwide ProAccount
Seven Years:	\$16	Yes	Nationwide Guaranteed Fund – No MVA & Nationwide ProAccount

*\*Our offer assumes current managed account assets map to Nationwide ProAccount at transition.*

**G3. Is the fixed fee assessed on a per account or per unique participant basis?**

The fixed fee is assessed on a per account basis.

**G4. Complete the table below, showing your firm’s proposed annual fee, as a percentage of plan assets, for providing record-keeping, administration, participant services, plan sponsor services, and on-site education and counseling for the Plan(s) assuming the use of no proprietary products. It should be noted that while the Plan Sponsor is interested in longer term pricing, purchasing requirements may stipulate that the maximum term available is limited to five years. Thus, any seven-year pricing offers carry an assumption that the Plan Sponsor extends its contract with your firm at the appropriate time and the risk that the Plan Sponsor does not extend.**

Contract Term	Total Fee	Willing to offer pricing without guaranteed extended term (Yes/No)
Five Years:	15 basis points	Yes
Seven Years:	14.6 basis points	Yes



**G5. If your firm is willing to provide enhanced pricing based on the use of any proprietary products or services, such as (but not limited) to a specific stable value/general account option, advisory/managed account services, and/or brokerage option, please state what your fee would be on a percentage of plan asset basis with the use of any such proprietary offerings and state the required product(s) or service(s).**

Contract Term	Total Fee	Willing to offer pricing without guaranteed extended term (Yes/No)	Name of proprietary product(s) or service(s) required
<b>Five Years:</b>	3 basis points	Yes	Nationwide Guaranteed Fund – No MVA & Nationwide ProAccount
<b>Seven Years:</b>	2.5 basis points	Yes	Nationwide Guaranteed Fund – No MVA & Nationwide ProAccount

*\*Our offer assumes current managed account assets map to Nationwide ProAccount at transition.*

**G6. Would you include the accounts and/or assets invested through the SDBA in the calculation of the revenue requirement provided for in this section? (Yes/No) If yes, would you include the revenue received for SDBA assets in the revenue calculation? (Yes/No)**

Yes. We would include the assets invested through the SDBA in the calculation of the revenue requirement provided for in this section. However, Nationwide does not receive any revenue from the assets invested through the SDBA.

Yes. Nationwide would include the revenue received for SDBA assets in the revenue calculation. However, Nationwide receives no revenue from the SDBA Assets.

**G7. If the Plan Sponsor uses your Firm’s contract, describe your termination language (at-will versus for cause, required advance notice timing for termination, etc.).**

The following termination language is included in the standard Nationwide Administrative Agreement:

**Termination**

Either the Plan Sponsor or Nationwide may terminate this Agreement for any reason upon providing one-hundred and twenty (120) days written notice to the other party. Provision of such written notice of termination by Sponsor to Nationwide does not relieve the Plan Sponsor of any termination requirements that may be associated with specific investment options, nor does it relieve Plan Sponsor of any termination requirements associated with those investment options.

**G8. State which products (General Account, etc.) are not subject to your revenue requirement, if any.**

None. Nationwide’s revenue requirement applies to all Plan assets.

**G9. Provide a fee schedule for the self-directed brokerage account (SDBA) option. Be sure to include set-up and maintenance fees as well as trading costs.**

Fee	Amount
Initiation	\$50
Annual Administrative	\$50

Fees are in addition to charges assessed by Charles Schwab.

Please refer to the **Optional Services and Enhancements** section for SDBA pricing information.

**G10. What revenue do you receive from the SDBA option?**

Nationwide receives a \$50 initiation fee and an annual \$50 administration fee for the SDBA option from those participants who elect to enroll in this option. Nationwide receives no other direct or indirect revenue from the SDBA.

**G11. If applicable, will your Firm credit all revenue received from assets invested in the SDBA back to the participant accounts associated with the SDBA investment? (Yes/No) If yes, please briefly describe.**

Not applicable.

**G12. Are you able to apply the Plan Sponsor-imposed administrative fee referenced in Question G25 and/or the fee cap referenced in Question G28 to all participant assets, including those invested through the SDBA? (Yes/No) Please briefly describe the process for billing SDBA assets in this regard.**

Yes. Nationwide can impose an administrative fee on all participant assets, including SDBA assets. SDBA participants are required to maintain a minimum core balance with Nationwide. The administrative fee is assessed on the total assets but taken from the core balance.

**G13. With regard to financial planning, provide a fee schedule for any related services.**

All financial planning services are included in our offer at no additional cost.

**G14. Describe the fee, if any, for providing investment advice, be it through the on-site representative using an online tool, or through the representative using some other program or approach.**

Nationwide will make investment advice available to participants through the online My Investment Planner tool at no additional cost to participants or the County.

**G15. Are fees for a financial planning service proposed by your Firm assessed to the entire participant population or only to those who use the service?**

All financial planning services are included in our offer to the County at no additional cost.

**G16. Please provide a fee schedule for your online advice and managed account program. Please also indicate whether or not the revenue for these programs would apply towards any revenue or pricing requirements provided in Questions G1 – G5 above.**

**Online Advice Tool**

Nationwide will make investment advice available to participants through the online My Investment Planner tool at no additional cost to participants or the County.

**Nationwide ProAccount**

Account Balance	Pricing Offer
The first \$99,999	0.50%
The next \$150,000	0.45%
The next \$150,000	0.40%
The next \$100,000	0.35%
Assets of \$500,000 and above	0.30%

Nationwide's revenue requirement applies to all Plan assets, including managed accounts.

Please see the **Optional Services and Enhancements** section of our response for information regarding the Nationwide ProAccount.

**G17. Provide a list of all other non-asset based, participant-related administration expenses. Items such as per head record keeping fees, loan fees, and additional withdrawal processing expenses should be included.**

Participant Administration Services	Cost of Services (\$)
Loan set-up:	\$50
Loan maintenance:	\$50/year while loan is outstanding
In-service withdrawals:	\$0
Emergency withdrawals:	\$0
Required minimum distributions:	\$0
QDRO determination:	\$0
QDRO processing:	\$0
Stop payment:	\$0
Replacement 1099-R:	\$0
Wire transfer/ETF:	\$0
Disbursements:	\$0*

\*Should a participant choose to have a check mailed via overnight delivery, a \$25 fee will be assessed.

**G18. Provide a list of all non-asset based plan sponsor-related administrative expenses. This would include special reporting charges, legal fees, administrative processing fees, communications fees, QDRO administration fees, and plan document preparation fees (including any fees to maintain, update, and/or ensure compliance of such document with the Internal Revenue Code).**

Plan Sponsor Administration Services	Cost of Services (\$)
Plan reporting:	Included in our offer
Plan document preparation:	The use of Nationwide's standard plan document is included in our offer
Plan document maintenance:	The use of Nationwide's standard plan document is included in our offer
Identifying population eligible for required minimum:	Included in our offer
Lost participant/bad address search:	Included in our offer
Assistance with audits:	Included in our offer
Custom communications including customization of website:	Included in our offer
Plan-level fund changes:	Included in our offer
Participant communication/ mailing:	Included in our offer
Others (list):	None

**G19. Identify all non-asset based participant and plan sponsor service fees not included above.**

Additional Loan Fees	Cost of Services (\$)
Refinance Fee:	\$50
Annual Loan Default Fee (until loan is repaid):	\$50
Insufficient Funds Fee:	\$25

**Performance Guarantees**

**G20. Complete the following table describing the performance guarantees, if any, you propose. Disclose the dollars you are willing to put at risk for failing to meet the proposed benchmarks. Please be specific. “To Be Determined” is not an acceptable response.**

Nationwide is willing to commit \$25,000 annually towards performance guarantees and an additional \$25,000 to a successful transition and compliance with transition benchmarks. The dollar amounts at risk are merely suggestions and Nationwide looks forward to working with the County to mutually agree upon specific service guarantees and monetary risk amounts.

	<b>Benchmark</b>	<b>Amount at Risk</b>
<b>Phone</b>		
<b>Plan sponsor services response time:</b>	one business day	No dollars at risk
<b>Participant services response time:</b>	80% within 20 seconds	\$1,750/annually
<b>Return all calls to plan sponsor within:</b>	one business day	No dollars at risk
<b>Return all calls to participants within:</b>	one business day	No dollars at risk
<b>Statements</b>		
<b>Participant statement mail time:</b>	Within 15 business days of the end of the reporting period	\$1,750/annually
<b>Sponsor plan statement mail time:</b>	Within 30 days of the end of the reporting period	\$1,750/annually
<b>Participant online statement posting:</b>	Within 15 business days of the end of the reporting period	\$1,750/annually
<b>Sponsor online statement posting:</b>	Within 30 days of the end of the reporting period	\$1,750/annually
<b>Participant Services</b>		
<b>Number of on-site individual meetings:</b>	2,500	\$2,000/annually
<b>Number of on-site group meetings:</b>	150	\$2,000/annually
<b>Financial planning services:</b>	Quarterly targeted email communications	No dollars at risk
<b>Plan participation rate increases:</b>	Nationwide will discuss expectations with the Plan	No dollars at risk
<b>Deferral rate increases:</b>	Nationwide will discuss expectations with the Plan	No dollars at risk
<b>Transition</b>	Nationwide will ensure a smooth transition with a \$25,000 transition performance guarantee. We will work with the Plan during the discovery phase to finalize mutually agreed upon targets according to your personalized needs.	\$25,000
<b>Timeline:</b>	16 weeks	\$15,000
<b>Deliverables:</b>	- One day blackout period - Funds applied correctly - Employees educated on enhancements and consolidation	\$5,000
<b>On-site meetings:</b>	20 days / 160 service hours	\$5,000
<b>Administration</b>		

	Benchmark	Amount at Risk
<b>Contribution posting:</b>	Same business day if received in good order by 1 p.m. PT	\$1,750/annually
<b>Withdrawals processed:</b>	Within 3 to 5 business days	\$1,750/annually
<b>Emergency withdrawals processed:</b>	Within 3 to 5 business days	\$1,750/annually
<b>Rollovers/transfers out:</b>	Within 3 to 5 business days of receipt in good order	\$1,750/annually
<b>Loan processing (if applicable):</b>	Within 3 to 5 business days of receipt in good order	\$1,750/annually
<b>Plan Sponsor Services</b>		
<b>Report delivery:</b>	Within 30 days of the end of the reporting period	\$1,750/annually
<b>Training:</b>	We would like to discuss requirements and expectations with the Plan	No dollars at risk
<b>Overall Satisfaction</b>		
<b>Draft and distribute survey:</b>	<p><b>Client Satisfaction Survey</b> Our Plan Sponsor survey is conducted annually or biennially, depending on the Plan's preference.</p> <p><b>Onsite Participant Surveys</b> Onsite participant surveys are offered when attending a consultation or group workshop allowing them to provide feedback on the content and presentation. These surveys are conducted after every meeting.</p>	\$1,750/annually
<b>Satisfaction survey score:</b>	Survey results are compiled and reported back to the Plan on a mutually agreeable frequency.	No dollars at risk

**G21. Will you agree to provide reports to the Plan Sponsor that detail all service performance benchmarks and whether or not they are being met? (Yes/No) If yes, how frequently are the reports available?**

Yes. While Nationwide typically performs this reporting on a quarterly basis and we look forward to working with the County to determine a mutually-agreeable frequency.

**G22. As it pertains to the performance guarantees referenced above, have you ever had to make payments to any clients for failure to perform on these types of guarantees? (Yes/No) If yes, please state how many times over the last three (3) years such payments have been made.**

Yes. We strive to meet or exceed all service level standards however there are external factors that hinder us at times. Typically, this may occur three to four times per quarter.

## Revenue Share

**G23. If the final investment line-up selected were to generate some amount of revenue sharing, will you rebate any and all revenue above the contracted amount? (Yes/No) If yes, when or how frequently would this rebate occur?**

Yes. We can return all excess revenue to the County on a quarterly or annual basis. We can also credit excess revenue directly to participant accounts at the County's direction.

**G24. If the Plan Sponsor desires to assess participants a Plan Sponsor-imposed asset-based fee to offset Plan administration-related expenses, will your Firm assess this fee on behalf of the Plan Sponsor and return those collected fees to the Plan(s) as they are collected? (Yes/No) If yes, briefly describe, addressing the frequency of the fee and how it would be calculated and assessed.**

Yes. Nationwide can assess an asset-based fee on behalf of the County. The fee is calculated daily and collected monthly.

**G25. If the response to Question G24 is yes, what are the Plan Sponsor's options in terms of the setup of the account to hold such assets, and in what type of vehicles may the assets be invested? Does this investment option have to be on the core menu? (Yes/No)**

At the County's direction, Nationwide will provide the reimbursement to the Plan in one of the following ways:

1. A payment to a separate trust or custodial account established for the Plan to hold the reimbursement for the exclusive benefit of the participants and beneficiaries of the Plan; or
2. A payment to an investment account within the Plan to hold the reimbursement.

If the County establishes a separate trust or custodial account to receive the reimbursement, Nationwide will help in establishing such account, as requested by the County, with a bank or other financial institution of the County's choosing. The trust or custodial account will be established and maintained with the intent that such trust or custodial account will meet the requirements of the Code applicable to plan-level trusts and custodial accounts.

If the County directs Nationwide to establish a reimbursement account, such amounts will be invested in an investment option selected by the County. The reimbursement account will be maintained separately from participant accounts. The balance, transactions, and investment experience of the reimbursement account will be reported to the County quarterly. Nationwide will work with the Plan to identify an account and hold the assets in a fund not included in the fund line up.

No. The investment option used for the reimbursement account does not have to be on the core menu.

**G26. Will your Firm hold onto this in a separate account? (Yes/No) If yes, briefly describe how the Plan Sponsor would access the assets held in this account?**

Yes. At your direction, Nationwide will distribute amounts from this plan expense reimbursement account to the County.

If directed, Nationwide can distribute amounts in the plan expense reimbursement account to participants' accounts within the Plan. Nationwide's preference is to undertake this administrative task when the plan expense reimbursement account reaches a mutually agreeable threshold. Nationwide also proposes that these amounts be distributed to participants' accounts on a quarterly or annual basis. Also, these funds can be issued directly to the County.

**G27. If your firm is able to return excess revenue to the Plan(s), can the Plan Sponsor receive a regular payment? (Yes/No) If yes, describe the frequency(ies).**

Yes. Nationwide is willing to work with the County to establish the frequency of the payment.

**G28. As it relates to the administrative fee described in Question G24, will your Firm, if directed, apply a hard dollar annual per participant fee cap? (Yes/No)**

*For example: The plan sponsor may wish to assess participants a plan administration fee of 0.10% of assets, but only to a maximum of \$150 per year. (Participant with over \$150,000 in assets would pay a maximum of \$150 and the 0.10% would not be applied to balances greater than \$150,000.)*

Yes.

**G29. Will your Firm, if directed, credit revenue share from the investment providers towards offsetting any per-participant plan administration fee? (Yes/No)**

Yes.

**G30. Will your Firm, if directed, return revenue share from investment providers in a pro-rata fashion directly back to the participants who had invested in those funds each quarter, if so directed by the Plan Sponsor? (Yes/No) If yes, please briefly describe.**

*For example: Participant A invests in Fund A and Fund B. Fund A generates 0.25% in revenue share annually and Fund B generates 0.15% annually. Participant A holds 0.5% of the Plan's total investment in Fund A and 0.5% of the Plan's total investment in Fund B. Each quarter 0.5% of the revenue received or credited from Fund A would be reimbursed into Participant A's account and 0.5% of revenue from Fund B would be reimbursed into Participant A's account. Other participants with different proportionate shares of the Plan's total investments in Fund A and Fund B would receive different reimbursements in accordance with their proportional share of those funds.*

Yes. Nationwide can return revenue share from investment providers in a pro rata fashion directly back to the participants. Nationwide provides this feature for other Plan Sponsors systematically every quarter.

**G31. Will your Firm apply different revenue share rebate credits and/or administrative fee offsets at the participant level as applicable to each fund? (Yes/No) If yes, please briefly describe.**

*For example: A participant invests in Fund A, Fund B and Fund C. Fund A generates 0.25% in revenue share annually, Fund B generates 0.10% annually and Fund C generates no revenue sharing. The plan sponsor has elected to assess all participants a 0.10% administrative fee annually that can be partially or fully offset by any fund revenue sharing. Accordingly, participant assets that are invested in Fund A that shares 0.25% would receive an account credit of 0.15% based on the assets in Fund A; participants in Fund B would receive no credit and no applicable administrative charge assessed to the assets in Fund B; and participants in Fund C would be charged the full 0.10% on the assets invested in Fund C.*

Yes. Nationwide has the capability to execute fee equalization at the participant level.

**G32. As a requirement to contract with the Plan Sponsor, will you commit in writing to specifically disclosing all revenues received from the investment options and services you offer to the Plan Sponsor? (Yes/No)**

Yes.

**G33. The Plan Sponsor may be exploring different fee collection models from participant accounts. Is your Firm able to implement a hybrid model where fees are collected on both a per-head fee and an asset-based fee? (Yes/No)**

Yes.

**G34. Is your Firm able to implement a minimum fee cap where smaller accounts do not pay an additional administrative tack-on fee? (Yes/No)**

Yes.

**G35. Is your Firm able to implement a maximum fee cap where larger accounts do not pay an additional administrative tack-on fee once they hit a breakpoint? (Yes/No)**

Yes.



## H. References

### Current Governmental Client References

Provide the following information for **five (5) governmental employers with plan assets over \$100 million** for which your Firm presently provides 457 Plan record keeping and plan administration services. Select a contact person for each plan who has managerial/committee member responsibilities associated with the plan.

<b>Client name:</b>	Riverside County, CA
<b>Contact name &amp; title:</b>	Stacey Beale, Human Resources Manager
<b>Contact phone number:</b>	(951) 955-1513
<b>E-mail address:</b>	sbeale@rivco.org
<b>Plan inception date:</b>	5/1/1987
<b>Total plan assets:</b>	\$626,075,000
<b>Total participants:</b>	12,800

<b>Client name:</b>	Sonoma County, CA
<b>Contact name &amp; title:</b>	Jonathan Kadlec, Assistant Treasurer
<b>Contact phone number:</b>	(707) 565-6124
<b>E-mail address:</b>	Jonathan.Kadlec@sonoma-county.org
<b>Plan inception date:</b>	3/25/1994
<b>Total plan assets:</b>	\$386,169,000
<b>Total participants:</b>	5,400

<b>Client name:</b>	Fresno County, CA
<b>Contact name &amp; title:</b>	David Joseph, Personnel Analyst
<b>Contact phone number:</b>	(559) 600-1810
<b>E-mail address:</b>	djoseph@co.fresno.ca.us
<b>Plan inception date:</b>	1/15/2015
<b>Total plan assets:</b>	\$237,155,000
<b>Total participants:</b>	5,600

<b>Client name:</b>	City of Sacramento, CA
<b>Contact name &amp; title:</b>	Ken Cosgrove, Payroll Manager
<b>Contact phone number:</b>	(916) 808-7473
<b>E-mail address:</b>	kcosgrove@cityofsacramento.org
<b>Plan inception date:</b>	12/7/2016
<b>Total plan assets:</b>	\$369,008,000
<b>Total participants:</b>	4,270

<b>Client name:</b>	San Diego County, CA
<b>Contact name &amp; title:</b>	Phillip Blair,
<b>Contact phone number:</b>	(619) 531-5454
<b>E-mail address:</b>	Phillip.blair@sdcounty.ca.gov
<b>Plan inception date:</b>	1/28/2009
<b>Total plan assets:</b>	\$1,425,127,000
<b>Total participants:</b>	17,100

### Former/Terminated Client References

Provide the following information for three (3) governmental employers for which your Firm has, in the last five years (but does not presently), provided 457 Plan record keeping and plan administration services. Provide a contact person who has/had managerial/committee member responsibilities associated with the plan.

<b>Client name:</b>	Village of Beach Park, IL
<b>Contact name &amp; title:</b>	Tracy Miracle, Administrative Analyst / Deputy Clerk
<b>Contact phone number:</b>	(847) 746-1770
<b>E-mail address:</b>	Tracy.miracle@villageofbeachpark.com
<b>Inception date:</b>	7/27/1998
<b>Termination date:</b>	8/1/2016
<b>Total plan assets:</b>	\$268,382
<b>Total participants:</b>	15

<b>Client name:</b>	Powder Springs, GA
<b>Contact name &amp; title:</b>	Rosalyn Nealy, HR Director
<b>Contact phone number:</b>	(770) 293-0105
<b>E-mail address:</b>	rnealy@cityofpowdersprings.org
<b>Inception date:</b>	4/3/1990
<b>Termination date:</b>	3/22/2017
<b>Total plan assets:</b>	\$1,846,367
<b>Total participants:</b>	55

<b>Client name:</b>	Macomb Township, MI
<b>Contact name &amp; title:</b>	Barbara Kubes, HR Specialist
<b>Contact phone number:</b>	(586) 992-2182
<b>E-mail address:</b>	kubesb@macomb-mi.gov
<b>Inception date:</b>	12/13/1991
<b>Termination date:</b>	4/5/2017
<b>Total plan assets:</b>	\$2,404,987
<b>Total participants:</b>	89

### Transition References

Provide the following information for three (3) governmental 457 plans with plan assets over \$25 million each, for which you have performed an incoming plan asset and participant date transition within the past three years. Select a contact person at each client that was directly involved with the transition process.

<b>Client name:</b>	San Luis Obispo County, CA
<b>Contact name &amp; title:</b>	Carl Nelson, Executive Secretary & Chief Investment Officer
<b>Contact phone number:</b>	(805) 781-5465
<b>E-mail address:</b>	cnelson@co.slo.ca.us
<b>Inception date:</b>	9/27/2017
<b>Total plan assets:</b>	\$160 million
<b>Total participants:</b>	2,100

<b>Client name:</b>	City of Scottsdale, AZ
<b>Contact name &amp; title:</b>	Lauren Beebe, Human Resources Manager
<b>Contact phone number:</b>	(480) 312-2746
<b>E-mail address:</b>	lbeebe@scottsdaleaz.gov
<b>Inception date:</b>	1/10/2018
<b>Total plan assets:</b>	\$115 million
<b>Total participants:</b>	1,700

<b>Client name:</b>	City of Des Moines, Iowa
<b>Contact name &amp; title:</b>	James Wells, Human Resources Director
<b>Contact phone number:</b>	(515) 237-1380
<b>E-mail address:</b>	jrwells@dmgov.org
<b>Inception date:</b>	3/2/2017
<b>Total plan assets:</b>	\$163 million
<b>Total participants:</b>	1,700

## Important Disclosures

### **Nationwide Endorsements**

*Nationwide Retirement Solutions (Nationwide) makes payments to the National Association of Counties (NACo) and the NACo Financial Services Center Partnership; the International Association of Fire Fighters – Financial Corporation (IAFF-FC); and the United States Conference of Mayors (USCM) for services and endorsements that NACo, IAFF, and USCM perform generally for all their members related to Nationwide's products and services sold exclusively in public sector retirement markets. More detail about these payments is available at [www.nrsforu.com](http://www.nrsforu.com).*

*This response should not be considered an endorsement by NACo, IAFF-FC, or USCM of Nationwide Investment Advisors NIA or its provision of advice, or a reflection of any NACo, IAFF-FC, or USCM member's experience as a client of NIA. NIA is not a party to the endorsement arrangement between NRS and NACo, NRS and IAFF-FC, or NRS and USCM; and NIA has not engaged NACo, IAFF-FC, or USCM to solicit retirement plan participants as clients for Nationwide ProAccount. Nationwide's payments made to NACo, IAFF-FC, or USCM are not affected by whether an entity's member chooses to include the Nationwide ProAccount option in its deferred compensation plan or whether a plan participant elects the service.*

### **Mutual Fund Service Fee Payments**

*Nationwide Retirement Solutions, Inc. and its affiliates (Nationwide) offer a variety of investment options to public sector retirement plans through variable annuity contracts, trust or custodial accounts. Nationwide may receive payments from mutual funds or their affiliates in connection with those investment options. Additionally, Nationwide may enter into arrangements to allocate all or a portion of these payments to plan sponsors for plan expenses. For more detail about the payments Nationwide receives, please visit [www.nrsforu.com](http://www.nrsforu.com).*

### **The Nationwide Guaranteed Fund**

*The objective of the Nationwide Guaranteed Fund is to provide a low-risk, competitive option for participants. The Nationwide Guaranteed Fund seeks to achieve a competitive return, consistent with, and providing for, preservation of capital, credit quality, liquidity to pay plan benefits, and reasonable tracking of interest rates. Stability and consistency while providing a competitive return are key attributes.*

*Although the Nationwide Life Guaranteed Fund currently does not have any explicit asset management charges, Nationwide Life's compensation is derived from the difference between what NLIC earns on investments and what it credits to participants. Costs and expenses (such as plan charges and any expense credits issued to the Plan, including Nationwide Life's compensation) are reflected in the crediting rate. The crediting rate is determined by the investment return earned on Nationwide Life's portfolio, reduced by expenses (including compensation to Nationwide Life).*

### **Nationwide ProAccount**

*Nationwide Investment Advisors, LLC (NIA), the investment advisor for Nationwide ProAccount, offers individualized investment advice using an investment process developed and maintained by the Independent Financial Expert (IFE) for the program, Wilshire Associates Incorporated (Wilshire).*

### **My Investment Planner**

*The Risk Tolerance Questionnaire and the investment selections for NIA Advice Portfolios are provided to Nationwide Investment Advisors, LLC (NIA) by Wilshire®. Investors are responsible for implementing and maintaining the suggested allocations. Wilshire is a service mark of Wilshire Associates Incorporated, which is not an affiliate of NIA or Nationwide. 151215.*

### **Personal Retirement Counselors**

*Nationwide offers access to Personal Retirement Counselors through our affiliate NSLLC and the products and services offered by NSLLC are separate and distinct from the third-party plan administration services that are provided by Nationwide.*