

ADDENDUM No. 1 INVITATION TO NEGOTIATE No. 19-0019 RETIREMENT PLAN FINANCIAL ADVISORY SERVICES DECEMBER 10, 2019

The purpose of this addendum is to answer questions received prior to the deadline on Section 1.9, Calendar of Events.

ANSWERS TO QUESTIONS:

1. Can you provide further clarity on what the current employer matching formula is/any other employer contributions made by Citizens?

- Answer: Citizens matches 100% of an employee's contribution up to 8% of the employee's annual salary. The employee contribution goes to the 457(b) plan and the employer match goes into the 401(a) plan. No other employer contributions are made.
- 2. Does the plan have a current education plan with your vendor, MassMutual?
 - a. If so, does the current advisor provide oversight/input on the education plan with MassMutual? (in conjunction with Citizens' HR efforts?)
 - b. Can you provide a copy of this education plan?

Answer: No formal written education plan with MassMutual is being used.

- a. No.
- b. N/A.
- 3. Can you explain the nature of the current advisor's program "Participant Effects?"
 - a. Is the Participant Effects program "opt-in" or "opt-out" for Citizens plan participants?
 - b. Are additional fees for the program incurred directly to plan participants? Or to Citizens as the employer?
 - c. Clarifying details from the RFP section 2.1 re: participant education from the current advisor, and the reference to "...with additional compensation paid for participant education programs, when requested" is Participant Effects an ad hoc program (and not a standard ongoing Citizens program/associated fees), or per pervious questions, does "when requested" refer to proactive, "opt-in" utilization when requested by participants; or requested by employer?

Answer:

- The Participant Effect program is described at <u>www.theparticipanteffect.com</u>.
- a. Opt-in.
- b. Paid by the Plan.
- c. Participants are given the option to participate. The program was added upon Citizens' request and is available to all employees.

4. Regarding meeting attendance for the awarded firm, beyond the 4 quarterly committee meetings with Citizens' Retirement Plan Committee, can you clarify the current advisor's participation/associated meeting attendance each calendar year at the Board of Governors Meetings?

- a. How many times per annum does the advisor participate in the Board of Governors' meeting?
- b. Are the Quarterly Retirement Plan Committee Meetings coupled from a timing perspective with the Board of Governors' meetings? Or is the timing of the Retirement Plan Committee Meetings and Board of Governors meetings wholly separate?
- **Answer:** The advisor is not expected to attend Citizens' quarterly Board of Governors meetings. If a need arises, Citizens would compensate the advisor for its time and travel. There have been no requests to attend such meetings in the past three (3) years.
 - a. None, unless actions related to the retirement plans are presented to the Board of Governors.
 - b. No, they are held separately on different dates. Again, it is not normally expected that the advisor would attend a Board of Governors meeting.

5. Did Citizen's offer a traditional defined benefit pension plan to employees in the past? If so, FRS or separate plan?

Answer: No.

6. Does the 401a Plan have mandatory employee contributions? If so, does this apply to all employees, and what % of pay?

Answer: No.

7. Do you have a written employee / participant communication plan? If so, please provide a copy.

Answer: No.

8. How much did Citizens (or plan participants) pay for 'additional' participant education services provided by the Financial Advisor (not MassMutual) during the last 12 months?

Answer: Citizens paid \$20,000.

9. Attachment H appears to be the combined 457 / 401a plan assets. Can you provide this schedule separately for each plan?

Answer: Regarding Attachment H, plan assets for each plan type are shown on page 1. If the question relates to "Contract Balances by Investment" as shown on pages 5-6, each of the combined balances can be divided between the plans roughly in proportion to the overall division of plan assets (54% in 457b; 45.7% in 401a; and 0.3% in 401k). An exact breakdown is not readily available.

10. Please confirm that the plans do not offer Managed Account Services, or any other 'model fund' services that create additional cost.

Answer: Confirmed.

11. Is the scope of services outlined in the ITN consistent with the firm's current contract? If not, what items are different?

Answer: Yes, the scope is consistent with the current contract.

12. What are the current pain points for Citizens in regards to its defined contribution and deferred compensation plan investments?

- Answer: The current financial advisor, FiduciaryFirst, has assured Citizens that the current plan investments meet the requirements of Citizens' Investment Policy Statement (see ITN Attachment I).
- **13.** What firms have been invited to participate?
- Answer: This solicitation is an open Invitation to Negotiate. Any responding firm that meets the minimum qualifications (see Section 2.2 of the ITN) will be considered. As part of the Florida Vendor Bid System, notices regarding this solicitation were sent to at least 400 firms.

14. We understand the selected consultant should anticipate attending at least three (3) in-person meetings during the project. Have meeting dates for 2020 been scheduled? Also, please clarify if educational/participant communication services are expected to be provided during these meeting.

- Answer: In accordance with Section 2.3, the vendor is expected to attend meetings on a <u>quarterly</u> basis. Meetings (typically one hour in length and held at Citizens' offices in Jacksonville) have been tentatively scheduled on the following dates in 2020:
 - February 13
 - May 28
 - August 3
 - November 4

Educational/participant communication services are not expected for these meetings.

15. We note the annual fee paid to Fiduciary First listed in Section 2 of the ITN. Are those fees consistent with Citizens' budget for the scope of services being requested in this ITN? If not, please provide an estimated, or desired, budget for this project.

Answer: There is no set budget for these services. The amount currently being paid was negotiated 5 years ago when Plan Assets were significantly less. Citizens is open to new compensation structures and seeks competitive pricing from all vendors participating in this ITN.

16. We noted Citizens uses a Scorecard System. Is this a proprietary methodology or developed by a third party? Would the selected consultant be expected to utilize this methodology or develop its own system?

Answer: Yes, the Scorecard System is our current vendor's method. If a new vendor is selected, Citizens expects the vendor to utilize its own methodology.

17. Have there been any other Retirement Plan Committee Meeting Minutes besides the Q4/2018 meeting and the Q1/2019 meeting? If so, please provide copies of these minutes.

Answer: Yes. See pages 5-15 of this Addendum.

18. How many education meeting days are expected and are provided by the current consultant and what is the cost for this service?

Answer: The current consultant has provided approximately 12 days of on-site educational meetings in the past year (8 in Jacksonville and 4 in Tallahassee). The meetings were offered as part of their Participant Effect program but were not a contractual requirement of that program. These types of meetings, and participant education programs in general, are not part of the core services sought by this solicitation.

19. Is there flexibility in the aggregate E&O coverage requested?

Answer: Yes, terms are subject to negotiations. Citizens expects to conform to standard industry practices with respect to E&O insurance.

END OF QUESTIONS AND ANSWERS

FAILURE TO FILE A PROTEST WITHIN THE TIME PRESCRIBED IN SECTION 627.351 (6)(e), F.S., CONSTITUTES A WAIVER OF PROCEEDINGS. SEE SECTION 4, GENERAL CONDITIONS, WITHIN THE SOLICITATION DOCUMENT FOR DETAILS REGARDING HOW AND WHERE TO FILE A PROTEST.

Citizens Property Insurance Corporation 4th Quarter 2018 Retirement Plan Committee Meeting Minutes March 28, 2019 11:00 AM – 11:46 AM EST

Committee Members in Attendance:

- Violet Bloom, Chief, Human Resources
- Jennifer Montero, Chief Financial Officer
- Z Dan Sumner, Chief Legal Officer & General Counsel
- Long Yang, Manager, Treasury Investment
- Jonathan Norfleet, Investment Consultant
- Andrew Woodward, Senior Director, Controller
- April Osuna, Manager, Payroll & Retirement Benefits

<u>Citizens Staff in Attendance:</u>

Elaine Thomas Director of Total Rewards

☑ Allison Tudor, HR Administrative Assistant

Tim Horkan, Senior Counsel, Corporate Legal Services

By Phone:

Fiduciary First (Joe Mendell)

Mass Mutual (William Marino)

Item 1:	Call to Order
	• A publicly noticed meeting of the Committee for Citizens' 401(a), 401(k) and 457(b) retirement plans (collectively, the " Plan "), was held on March 28, 2019. The meeting convened at 11:00 am ET in Jacksonville, Florida. All seven members were in attendance in person or via telephone and a quorum was established.
Item 2:	Review Q3 2018 Minutes
	• Mr. Sumner moved to approve the Q4 minutes as drafted. Ms. Montero seconded the motion.
	• All members present voted and the motion was adopted 7-0.
Item 3:	Memorandum of March 5, 2019 Meeting
	• Mr. Sumner and Mr. Horkan clarified that the March 5 meeting was not a formal public meeting, and only a memorandum of the meeting should be filed. No meeting minutes are to be voted on. Staff will prepare and file the memorandum of the meeting.

Item 4:	Plan Administrator Update – Roth Deferral Option Discussion
	• Mrs. Thomas provided an update as to the recommendation that a Roth option to the 457(b) plan be added to the Plan offerings for 2020; and that generally employees are embracing this type of option. Mrs. Thomas proposed gathering general information for the committee members to review so that it could be presented at the next Board of Governors Meeting in 2019.
	• Mr. Sumner questioned whether the Roth option was within the realm of the Committee's authority and noted that it would require additional education and training for employee awareness.
	 Mr. Marino of MassMutual provided some clarity on distinguishing between this type plan and a Roth IRA plan. This type of plan is different in that it is adaptable for 457 plans and would fall within the same rules as Citizen's current 457 offering. It would just require a "check-box" amendment to the plan adoption document. The plan provides contributors up to a maximum of \$19,000 vs. the normal \$6k to \$7k contributions for Roth IRA's. Participants would simply have the option of having their 457 contributions become post tax rather than pre-tax.
	• Mr. Mendell of Fiduciary First, reaffirmed William Marino point regarding this. Andrew Woodward asked whether there would be any additional cost associated. Joe Mendell concluded no cost other than the internal costs, if any, of updating the payroll system and processes.
	• Mr. Norfleet stated his view that the Roth option could be good for many employees but that it will require a lot of education to avoid unintended tax consequences. Mrs. Yang requested staff to provide additional information regarding Roth IRA vs. Roth 457.
	• All members in general consensus to move forward with research on the legality, desirability and feasibility of providing this option to Board of Governors for final decision. Committee members also asked both Fiduciary First, and Mass Mutual to provide specifics how we can educate employees.
Item 5:	Investment Fund/Market Review
	• Mr. Mendell provided an update on the RPAG/NFP scoring methodology now being used by FiduciaryFirst (see Appendix B of meeting materials). Extensive discussion why/how the "R-Squared" factor is used and how it is different from "Style Drift." Mr. Mendell acknowledged that the distinctions are complicated and promised to provide Mrs. Yang with the underlying mathematical differences by the next meeting.
	• All members present voted to accept the new scoring methodology and

	 amend the Investment Policy Statement accordingly. The change was adopted 7-0. Mr. Mendell reminded the committee that a Fee and Cost Benchmarking were included in the last meeting documents. He also responded to Mrs. Yang's questions on how benchmarks are established for Target Date Funds (typically, the TDF itself sets the benchmark rather than NFP/Fiduciary First).
Item 6:	Consolidated Education Strategy
	• Mrs. Thomas provided the committee with an update on how Financial Wellness can become a future strategic opportunity that can be included in an employee's total rewards portfolio. HR is drafting a plan to provide Financial Wellness education through 2020 offerings such as communications, webinars and such to increase visibility in their financial health. Mrs. Thomas will share the plan with committee in an upcoming meeting.
	• Mr. Sumner stated that this should go hand-in-hand with the committee reviewing whether and how the Participant Effect program has impacted the company, and whether or not it should be continued. A year-end assessment on the costs vs. benefits would be helpful.
Item 7:	Public Comments
	• No Requests made.
Item 8:	Adjournment
	• Meeting adjourned at 11:46 am EST

April Osuna, Secretary

Date

Citizens Property Insurance Corporation 1st Quarter 2019 Retirement Plan Committee Meeting Minutes July 18, 2019 10:00 AM – 10:55 AM EST

Committee Members in Attendance:

- Violet Bloom, Chief, Human Resources
- Jennifer Montero, Chief Financial Officer
- Z Dan Sumner, Chief Legal Officer & General Counsel
- Long Yang, Manager, Treasury Investment
- Jonathan Norfleet, Investment Consultant
- Andrew Woodward, Senior Director, Controller
- April Osuna, Manager, Payroll & Retirement Benefits

<u>Citizens Staff in Attendance:</u>

- Elaine Thomas Director of Total Rewards
- Allison Tudor, HR Administrative Assistant
- Iim Horkan, Senior Counsel, Corporate Legal Services

Also Attending:

- Fiduciary First (Joe Mendell)
- Mass Mutual (William Marino)

By Phone:

Mass Mutual (Nancy Thibault)

Item 1:	Call to Order
	• A publicly noticed meeting of the Committee for Citizens' 401(a), 401(k) and 457(b) retirement plans (collectively, the " Plan "), was held on July 18, 2019. The meeting convened at 10:00 am ET in Jacksonville, Florida. All seven members were in attendance in person, via video conference, or via telephone and a quorum was established.
Item 2:	Review 4th Quarter Retirement Committee Minutes from March 28,
	<u>2019</u>
	• Ms. Montero moved to approve the 4 th Quarter 2018 Retirement
	Plan Committee meeting minutes as drafted. Mr. Sumner seconded the motion.
	• All members present voted and the motion was adopted 7-0.
Item 3:	<u>Q1 Plan Administrator Update – Mass Mutual</u>

	 Mr. Marino from Mass Mutual provided an update and overview of plan using the handout materials provided prior to the meeting; indicating that it remains robust and healthy, and the asset growth continue to increase.
Item 4:	<u>Investment Fund/Market Review – FiduciaryFirst</u>
	• Mr. Mendell from FiduciaryFirst provided an update on Q1 fund performance and focused on those on the Watch list, noting that he will continue to monitor those flagged. Mr. Mendell guided the committee though the handout materials and there were no questions or issues.
	• Mr. Sumner asked about the current SAGIC stable value fund rate. Mr. Mendell informed the committee that the rate remains at 3.15 percent.
Item 5:	Proposed Roth 457 (b) Deferral Option
	 Mr. Mendell and Mr. Marino provided the committee with a general overview of the Roth 457 (b) deferral option. Mr. Mendell indicated no additional ongoing costs to plan would occur or plan participants but Mrs. Thomas added that there would be a one-time cost of approximately \$16,500 to configure the Centerpoint Payroll system to support the change.
	• Mr. Sumner and Ms. Montero express a view that the Roth deferral option only go to the Board of Governors for approval if the Committee gets firm assurances that it will be properly implemented in Centerpoint by January 1, 2020. They did not want to have to postpone the option once it had been approved and communicated to employees, and they did not want HR to have to perform manual workarounds if possible.
	• Mrs. Bloom agreed with these concerns and recommended the Committee invite Mr. McNeely, Director of HRIM to next meeting to discuss the level of confidence he had in the implementation process.
	• Committee in general agreed that the Roth deferral option was a good idea pending a deeper dive into the implementation process at the next meeting.
	• Mrs. Bloom provided the committee with a recommended suggestion from a member of the Board of Governors to explore the feasibility of increasing the contribution match to the 401(a) plan to 10 percent from 8 percent to remain competitive with total compensation (pay and benefits) offered by other insurance organizations.
	• Mr. Woodward discussed an analysis underway to understand the cost of increasing the 401(a) contribution. Once complete the analysis will be

	 discussed with the Committee. Mrs. Bloom recommended that any amendments to the Plans (such as increasing the 401(a) match or offering a 457(b) Roth option) be presented to Board at the same time. Additional information will be discussed at the August 6th Committee meeting so the Committee can make a well-informed decision.
Item 6:	Consolidated Education Strategy
	• Mr. Marino offered to provide separate meetings for both 457(b) and Roth 457 (b) options if the committee were to move forward with the adoption of a Roth addition to plan.
Item 7:	Public Comments
	• No Requests made.
Item 8:	Adjournment
	• Meeting adjourned at 10:55 am EST

April Osuna, Secretary

Date

Citizens Property Insurance Corporation 2nd Quarter 2019 Retirement Plan Committee Meeting Minutes August 6, 2019 1:00 PM – 2:22 PM EST

Committee Members in Attendance:

- Violet Bloom, Chief, Human Resources
- Jonathan Norfleet, Investment Consultant
- Andrew Woodward, Senior Director, Controller
- Long Yang, Manager, Treasury Investment
- April Osuna, Manager, Payroll & Retirement Benefits

<u>Citizens Staff in Attendance:</u>

- Elaine Thomas Director of Total Rewards
- Allison Tudor, HR Administrative Assistant
- Z Tim Horkan, Senior Counsel, Corporate Legal Services
- Hank McNeely, Director of HRIM

Also Attending:

- Fiduciary First (Joe Mendell)
- Mass Mutual (William Marino)

Item 1:	Call to Order
	• A publicly noticed meeting of the Committee for Citizens' 401(a), 401(k) and 457(b) retirement plans (collectively, the " Plan "), was held on August 6th, 2019. The meeting convened at 1:00 pm ET in Jacksonville, Florida. 5 of the 7 members were in attendance in person or via telephone and a quorum was established.
Item 2:	Review Q2 2018 Minutes
	• Mr. Woodward moved to approve the Q1 minutes as drafted.
	Mr.Norfleet seconded the motion. All members present voted and
	the motion was adopted 5-0.
Item 3:	<u>Q1 Plan Administrator Update</u>
	• Mr. Marino provided an update on the administration of the plan.
	He also explained how the Participation Rates and Deferral Rates
	as shown on the Quarterly Executive Summary in the handout were
	calculated. It was explained that the 80% participation rate is
	simply the ratio of active participants to the total number of

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	participants in the Plan (active, terminated and retired).
	• Committee members would like the participation rate to reflect the
	ratio of active participants to the number of employees eligible to
	make contributions to the plan. This would be a more meaningful way to gauge participation.
	• The Committee also asked for more explanation of why the "Contribution Deferral Rates" for both the 401(a) plan and the
	457(b) plan are shown as 8%. The average for the 401(a) plan
	should be less than 8%, and the average for the 457(b) plan could
	be higher than 8%. Mr. Marino will check on this for the next meeting.
	• Mr. Marino agreed to work with Mrs. Osuna to look at other
	forums and opportunities to increase participation.
Item 4:	Investment Fund/Market Review
	• Mr. Mendell provided a generally positive update on the Plan's 2nd Qtr
	investment performance. Three investment funds are currently on the
	watchlist with scores. Mr. Mendell had no concerns with any of the
	investments but would continue to monitor them for four quarters to ensure sustainability.
	• Mr. Mendell also provided a "deep dive" into the American Funds
	Target Date products. He noted that FiduciaryFirst recently met with
	the fund managers and were satisfied with their approach. He walked
	through the detailed charts (pp. 128-137 of the handout) and expressed his view that the funds are doing well.
Item 5:	<u>Proposed Roth 457 (b) Deferral Option</u>
	Hank McNeely from the HR Information Management department informed
	the committee that he met with Citizens Information Technology to discuss
	feasibility for implementing the Roth 457 (b) for 2020 in Centerpoint. As
	there is a risk of not completing all the work required for a successful launch in Centerpoint by January 1, 2020, they recommended a more
	cautious approach of requesting BOG authority in March 2020 with all
	testing completed in June 2020 and a product launch on January 1, 2021.
	• No vote was requested at this time. The subject of whether and when to take
	this matter to the BOG will be discussed at the committee's next quarterly
	meeting.
Item 6:	Detential Effect of Changing 401(a) Employer Match Descentage
nem o:	 Potential Effect of Changing 401(a) Employer Match Percentage Mr. Woodward provided a comprehensive review of how current
	• Mr. woodward provided a comprehensive review of now current Citizens employees are electing to receive contributions to their
	401(a) plan. The review revealed that (i) 61% of employees
	elect to receive the full 8%; (ii) 9% of employees elect to receive

	up to 4%, and (iii) 8% of employees elect not to receive anything. Mr. Woodward's research used components date included tenure, location, contribution level, and age.
	• Based on this data, the cost of increasing the company's 401(a) match from 8% to 10% would be approximately \$1.1 million per year. Mrs. Bloom stated that other employee-retention strategies might be more feasible and cost-effective, and recommended that this topic be discussed with all committee members at a future date. Mrs. Thomas agreed to provide a written summary of this discussion for all committee members.
Item 7:	 <u>Consolidated Education Strategy</u> Mr. Marino reported that participation in the 1-on-1 employee sessions with advisor has risen to 25% up from 17%.
	• The Participant Confidence Index dropped from 84% to 72%. Mr. Marino viewed this is a positive sign in that it shows participants are more engaged.
	• Mr. Mendell reported a significant increase in the use of the Participant Effect online self-assessments and in follow up actions. He will provide more data on this at the next meeting.
Item 8:	 Other SAGIC stable value fund crediting rate is scheduled to drop to 2.8% on September 1, 2019. This drop was mainly due to reducing the risk of the underlying holdings.
	• Mrs. Bloom recommends a targeted communication to all plan participants who hold the SAGIC product. MassMutual agreed to do this.
	• MassMutual to provide an employee communication on SAGIC reduction.
Item 9:	 <u>Public Comments</u> No Requests made.
	 <u>Adjournment</u> Meeting adjourned at 2:22 pm EST

Citizens Property Insurance Corporation Ad Hoc Retirement Plan Committee Meeting Minutes November 13, 2019 2:02 PM – 2:17 PM EST

Committee Members in Attendance:

- Violet Bloom, Chief, Human Resources
- Jennifer Montero, Chief Financial Officer
- Jonathan Norfleet, Investment Consultant
- Z Dan Sumner, Chief Legal Officer & General Counsel
- Andrew Woodward, Senior Director, Controller
- Long Yang, Manager, Treasury Investment
- April Osuna, Manager, Payroll & Retirement Benefits

<u>Citizens Staff in Attendance:</u>

- Elaine Thomas, Director of Total Rewards
- Tim Horkan, Senior Counsel, Corporate Legal Services

Item 1:	Attendance and Quorum: A meeting of the Committee for Citizens'
	401(a), 401(k) and 457(b) retirement plans (collectively, the "Plan"),
	was held on November 13, 2019. The meeting convened at 2:02 pm ET
	in Jacksonville, Florida. All seven of the members were in attendance in
	person or via telephone and a quorum was established.
Item 2:	FiduciaryFirst Contract
	 Elaine Thomas advised that the FiduciaryFirst contract is set to expire on June 30, 2020. Options provided was to proceed with
	renewing FiduciaryFirst contract for two more years or issue a new ITN for the services.
	• Tim Horkan stated the FiduciaryFirst contract was procured 5 years ago and the purchasing department would support a new ITN if the Committee was in favor.
	• Dan Sumner inquired as to what the Human Resources recommendation was. Elaine Thomas recommended testing out the market now that five years had passed and that FiduciaryFirst would be invited to compete along with other providers.
	• Dan Sumner moved to authorize staff to issue a new ITN with the goal of having a contract effective date of July 1, 2020. Jennifer Montero seconded the motion and it passed unanimously.
	• Elaine Thomas agreed to coordinate with Purchasing Dept. as to who is to serve on valuation team of 3.

Item 3:	MassMutual Contract
	• Elaine Thomas advised that the MassMutual contract was set to terminate on 05/31/2021. Staff recommendation is to pursue a two-year renewal based in part on the difficulty of switching to a new system.
	• Jennifer Montero moved to authorize staff to pursue a two-year renewal, noting the disruptions that occur when employee's accounts are moved to a new vendor. Dan Sumner seconded the motion and it passed unanimously.
Item 4:	New Business/Other Questions
	• No new business.
Item 5:	Public Comments
	• No Requests made.
Item 6:	<u>Adjournment</u>
	• Meeting adjourned at 2:17 pm EST

April Osuna, Secretary

Date