Smart decisions. Lasting value.™

Proposal to Provide Compensation Study Consulting Services

January 12, 2024

RFP # 2024-018

Submitted to:
North Central Texas Council of Governments
TXShare Cooperative Purchasing Program
Submitted via: www.publicpurchase.com

Submitted by:
Susannah R.K. Heitger, Principal
Direct 312.899.5316 | susannah.heitger@crowe.com

Mark Maraccini, Partner
Direct 512.823.1378 | mark.maraccini@crowe.com

Crowe LLP
2200 Ross Avenue, Suite 4600E
Dallas, Texas 75201

Crowe LLP
Independent Member Crowe Global

2200 Ross Avenue, Suite 4600E
Dallas, Texas 75201
Tel 214.777.5200
www.crowe.com

January 12, 2024

North Central Texas Council of Governments
TXShare Cooperative Purchasing Program
Submitted via: www.publicpurchase.com

To whom it may concern:

Crowe LLP (Crowe) appreciates the opportunity to present of our proposal to provide Compensation Consultant Study Services to the North Central Texas Council of Governments (NCTCOG). We understand that if selected by NCTCOG and awarded a Master Services Agreement, we are offering to deliver the proposed services to the members of NCTCOG, the TXShare Cooperative Program (TXShare), and other public agencies or non-profit organizations across the country who elect to leverage the resulting contract.

Crowe is a public accounting, consulting, and technology firm with offices around the world, including five locations in Texas. Our vision is built on deep specialization and a focus on our clients, our people, and the hallmarks of our profession: integrity, objectivity, and independence. We have an experienced Public Sector Consulting practice that specializes helping governmental and non-profit agencies optimize their processes and deliver constituent services successfully. We are confident our team will meet and exceed NCTCOG's expectations. We highlight the following attributes that our team will bring your members:

- **Full service, national accounting, consulting, and technology firm.** We are a national top firm with more than 35 offices across the country, including **Dallas, Houston, Austin, El Campo, and The Woodlands, Texas**. Our team brings national credentials and experience, including dozens of consulting clients in Texas. In addition, we are able to pull in financial, benefits, accounting, and management specialists across our firm. This means that NCTCOG and other public sector entities will benefit from our core project team of public sector specialists ***and*** have access to specialists across our firm to help address complex questions or issues that tend to arise during a compensation study.
- **Public Sector Specialization**. We have over 300 consultants dedicated to serving governments. We have been serving local, state, and federal government entities for over 50 years, including cities, counties, utilities, educational agencies, special districts, nonprofits, and other public entities. Many of our team members have worked for local governments prior to joining Crowe. We bring deep specialization in public administration, government assessments and studies, and strategic project management services for the public sector. We are also passionate about the public sector – we are on this team because we believe in your mission.
- **Proven Experience with Classification and Compensation Analyses, Human Capital, and Implementation Planning.** We have significant depth of knowledge and experience related to classification and compensation assessments, including market benchmarking and external valuation, internal valuation and equity analysis, classification assessments, realignments, and implementation planning. We also have extensive experience in related human resources topics, including organizational assessments, organizational change management (OCM), payroll processes and software, and financial and budgetary analysis – all focused on the public sector. Importantly, we understand the complexity of compensation and classification in the public sector – for example, the importance of collective bargaining, the limitations some governments have related to merit pay, and multi-tiered public retirement benefits. We have assisted several clients by developing detailed implementation plans for compensation changes, and several of our clients have implemented or are currently implementing recommendations from our team.

- **Employment law specialization through our partnership with Kuiper Law Firm.** To best serve clients who seek a review of Fair Labor Standards Act (FLSA) status or other legal matters related to compensation, Crowe proposes to partner with Kuiper Law Firm (Kuiper), a certified Historically Underutilized Business in the State of Texas. Attorney Carl Wilson leads Kuiper's employment law practice, which provides clients with a range of employment law services, including FLSA assessments and compensation reviews. When relevant based on a client's Statement of Work, the Kuiper team will contribute legal analysis and advising to the project team.
- **Success in promoting alignment between an organization's mission and resources, including its workforce.** We leverage our performance improvement and organizational change management consulting services to bridge gaps and misalignments between an organization's resources and its priorities. We have helped many public entities improve organizational alignment through our work on complex engagements and analyses. Compensation studies necessarily impact a government's finances and its workforce, and we are always mindful of the real-world implications of this work.
- **Project management and stakeholder facilitation rigor**. Crowe has experienced, certified project managers to keep our projects on-time and on-budget. We have successfully managed public sector projects like what NCTCOG is seeking, including with complex data collection, quality control, analysis, and engagement with leaders and key stakeholders throughout the work. Our project managers and senior project managers are highly skilled in managing schedules to proactively protect against delays, emphasize high-quality work, and communicate regularly and consistently with your team as we work to deliver an exceptional client experience for you.
- **Flexibility and experience serving multiple clients under Master Service Agreements (MSAs)**. We are experienced in delivering services to numerous clients under MSAs and bench contracts, and we are flexible to tailor our approach to each participating client to best meet their goals. We work extensively with clients through the federal GSA Multiple Award Schedule, the California Multiple Award Schedules, and the State of Illinois JPMC Internal Auditing Services contract, to name a few. We are a large team of dedicated public sector professionals, and we have the capacity to serve many clients on compensation assessments concurrently, each with a dedicated project manager as the single point of contact committed to delivering results for you.

Our unique combination of public sector specialization, proven classification and compensation methodologies, and access to financial, benefits, and management specialists across our firm differentiate us from other companies. As we are a full-scale consulting team of public sector specialists, we do more than simply provide you with the raw market numbers; we add value by providing meaningful context and interpretation to our government clients. We will not merely provide you with market data and walk away; we will provide thoughtful analysis based on our understanding of the public sector and market conditions.

We forge each relationship with the intention of delivering exceptional client service while upholding our firm's core values – ***care, trust, courage, and stewardship*** – and strong professional standards. Crowe has delivered value to our clients for decades by listening to their needs and developing a comprehensive understanding of their businesses and would appreciate the opportunity to continue to provide unparalleled services to NCTCOG. Based upon the requirements and desired outcome of this project, Crowe has the experience and capability to make this project an unqualified success.

Crowe LLP certifies that Susannah R.K. Heitger, Principal and Mark Maraccini, Partner are authorized to legally bind the firm and can be contacted for all matters pertaining to the offer.

Thank you for the opportunity to submit our proposal to NCTCOG. We are confident that after reviewing our proposal you will share our conviction that we stand apart from others – with a value driven workplace and the people, resources, attitude, and specialized service to provide the best professional services at a reasonable cost. We look forward to working with NCTCOG.

Should you have any questions or require additional information, please do not hesitate to contact me directly at 312.899.5316 or susannah.heitger@crowe.com.

Sincerely,

Susannah R.K. Heitger, PMP, CCMP	Mark Maraccini, CPA
Principal	Partner

REQUEST FOR PROPOSALS
For
Compensation Study Consulting Services
RFP # 2024-018

Sealed proposals will be accepted until **2:00 PM CT, January 12, 2024,** and then publicly opened and read aloud thereafter.

Crowe LLP
Legal Name of Proposing Firm

C4SEDY4L67N7
SAM.GOV Unique Identity ID

Susannah R.K Heitger	Principal
Contact Person for Proposal	Title
312.899.5316	susannah.heitger@crowe.com
Contact Person Telephone Number	Contact Person E-Mail Address

225 West Wacker Drive, Suite 2600	Chicago, Illinois	60606
Street Address of Principal Place of Business	City/State	Zip
2200 Ross Avenue, Suite 4600E	Dallas, Texas	75201
Complete Mailing Address	City/State	Zip

Acknowledgment of Addenda (initial): #1 SRH #2 _______ #3 _______ #4 _______ #5 _______

(Cover Sheet)

Table of contents

Tab A: Capacity to Deliver

Our Understanding

A brief statement of the offeror's understanding of the work to be done.

We understand the North Central Texas Council of Governments (NCTCOG) seeks an experienced firm or firms to provide compensation study consulting services to members of NCTCOG, members of the TXShare Cooperative Purchasing Program, and potentially other public sector agencies nationwide that choose to leverage the resulting contract. We recognize that should we be awarded a contract, our services will be promoted via TXShare, thus providing Crowe the opportunity to work with various public sector entities to develop a Statement of Work that meets each entity's needs.

We understand the NCTCOG and TXShare have the following objectives related to this RFP:

- Assist agencies in keeping salaries competitive with the external market
- Assist agencies in maintaining internally equitable compensation
- Obtain recommendations for agencies to implement classification and compensation adjustments
- Facilitate efficient procurement of consulting services related to compensation analysis and management

We understand the work to be done will focus on compensation analysis of the public sector client organization and may comprise the typical activities and services listed in NCTCOG's RFP. We invite the opportunity to customize a Statement of Work to each client to meet their goals for compensation consulting services.

Our Approach

Describe your firm's approach and clearly indicate any exceptions to the specifications, options or alternatives being proposed. It should also indicate any major requirements that cannot be met by the firm.

We propose to deliver services leveraging our unique combination of public sector specialization, proven compensation analysis methodologies, and access to financial, benefits, and management specialists across our firm. We will use a **highly customizable, client-centered approach** that we tailor to each agency's objectives, while grounding ourselves in principles of **proactive project management, exceptional client experience, and our methodologies**.

Many of our compensation consulting engagements are organized in the following four phases, though we emphasize that we are flexible to tailor the approach to each agency with whom we develop a Statement of Work:

Phase I	Phase II	Phase III	Phase IV
Initiate Project	Evaluate Current State	Conduct Market Analysis	Summarize Results & Recommendations

Please see **Tab D 2. Our Understanding and Approach**, in which we provide substantial detail about our approach to delivering the specific services and deliverables in your RFP.

Exceptions

Crowe has reviewed NCTCOG's RFP # 2024-018. Should Crowe be selected to engage in negotiations for a final agreement, Crowe will request modifications to the proposed terms. The Sample Terms and Conditions contain certain boilerplate provisions that do not appear to be applicable; if selected to negotiate a final contract, Crowe will seek to discuss the removal or appropriate modification of such inapplicable clauses. Areas to be negotiated include the following:

Page	Section # / Title	Exception Description
4	2.5 Interlocal Agreement	Crowe is amenable to permitting other governmental entities to participate under applicable agreements as long as such governmental entities agree to be bound by the terms of such agreements.
4	6.2.14	In accordance with standard contract law, Crowe believes that the final, negotiated agreement should constitute the parties' agreement and that any pre-contractual material and negotiations should be superseded thereby except to the extent they are expressly integrated therein by mutual agreement.
14	6.2.16	The obligation to first attempt to resolve any dispute informally before resorting to litigation should be mutual.
14	6.4 Insurance Requirements	Crowe seeks to amend the final sentence of the first paragraph to read as follows: "NCTCOG reserves the right to waive or modify insurance requirements at its sole discretion with prior written notice to contractor."
15	6.4 Insurance Requirements	Crowe seeks to amend the auto insurance requirement to remove the reference to owned vehicles as Crowe does not own any vehicles.
15	6.5 Indemnification	Crowe will seek to narrow down the scope of the indemnification to injury or death of a natural person or damage to tangible personal property to the extent caused by Crowe.
16	6.11 Rights to Invention Made Under Contract or Agreement	For clarification, upon full payment of all invoiced amounts, copies of the written Deliverables (specifically excluding any software) originally and specifically developed for and delivered to NCTCG by Crowe, as described in a SOW ("Deliverables"), shall become NCTCG's property. Crowe's workpapers and other documents related to the Services shall remain Crowe's property and constitute Confidential Information of Crowe. To the extent that Crowe creates or develops any Deliverables in the performance of Services that are delivered to NCTCG, NCTCG may use such Deliverables only for its internal business purposes and such Deliverables shall not be provided to any third party without Crowe's prior express, written consent. In the event that Crowe does grant its consent to provide Deliverables to a third party, such Deliverables must be designated as the proprietary and Confidential Information of Crowe and must include a statement that the Deliverables were developed exclusively for NCTCG by Crowe and that no one except NCTCG is entitled to rely upon the Deliverables. Any workpapers, works, or inventions conceived, made or created by Crowe in rendering the Services under this Agreement ("Work Product") and all intellectual property rights in such Work Product shall be owned by Crowe. NCTCG shall have a perpetual (subject to strict compliance with the license grant and the Termination provision), non-transferable, non-sublicensable right to use the fully paid for Deliverables developed pursuant to a Statement of Work issued pursuant to this Agreement.
17	6.18.4 Information and Reports	If selected, Crowe will seek to reserve the right to redact and provide summary level reports to protect the confidentiality and security of other clients and third-party information.

In addition, Crowe will request inclusion of other standard clauses applicable to the performance of the Services in questions, including but not limited to the following:

Page	Item	Addition Description
N/A	Waiver of Consequential Damages	"Crowe will not be liable for any special, indirect, consequential, incidental, exemplary or punitive damages, or for any lost profits, lost savings, or lost business opportunity, even if Crowe had reason to be aware of the possibility of such damages."
N/A	Limitation of Liability	Crowe will seek to include a limit of liability that is consistent with industry standards and commensurate to the value of the engagement. "Except where it is judicially determined that Crowe acted with recklessness or willful misconduct, Crowe's liability and any liability of its personnel will not fees actually paid or payable to Crowe under the applicable SOW, and a return of such fees will be the exclusive remedy for any damages. The limitations of liability in this Agreement generally will apply to the fullest extent allowed by law and will apply to any claim, liability, or damages, including without limitation to any claims, liabilities, or damages based in negligence or other tort, contract, warranty, indemnity, fiduciary principles, statute or common law. This provision will survive termination of this Agreement, in whole or in part."
N/A	Jury Trial Waiver	Crowe will seek to include a jury trial waiver.
N/A	Third Party Service Providers	"Crowe uses third-party providers in the ordinary course of Crowe business operations. Third-party providers used in the ordinary course of Crowe business operations include without limitation email providers, cyber-security providers, and data hosting centers. Crowe also uses its subsidiaries (owned and controlled by Crowe) within and outside the United States for various administrative and support roles. Crowe subsidiaries and any third-party providers used in the ordinary course of Crowe business operations will meet the confidentiality and data protection requirements in this Agreement. The limitations in this Agreement on Client's remedies will also apply to any such third-party providers and Crowe subsidiaries."
N/A	Time Limit on Claims	"In no event will any action against Crowe, arising from or relating to this Agreement or the Services provided by Crowe relating to this engagement, be brought after the earlier of 1) one (1) year after the date on which occurred the act or omission alleged to have been the cause of the injury alleged; or 2) the expiration of the applicable statute of limitations or repose."
N/A	Response to Legal Process	"If Crowe is requested by subpoena, request for information, or through some other legal process to produce documents or testimony pertaining to Client or Crowe's Services, and Crowe is not named as a party in the applicable proceeding, then Client will reimburse Crowe for its professional time, plus out- of-pocket expenses, as well as reasonable attorney fees, Crowe incurs in responding to such request."

Crowe understands that both parties reserve their respective rights to negotiate appropriate and mutually acceptable provisions prior to execution of any agreement should Crowe be considered for final negotiations.

Alternatives

Alternative 1. Multiple Approaches to Obtain Market Data

As indicated in the RFP, a compensation study often includes a custom market salary survey. In **Tab D, Section 2. Our Understanding and Approach**, we outline our approach to developing and administering a custom salary survey as requested. In that section we also provide an alternative option for aggregating, validating, and using market data while leveraging readily available public data sources. Please see **Tab D, Section 2** for a detailed description of two different approaches we offer, which we have named A) Administer Custom Survey or B) Leverage Published Data.

Alternative 2. Flexible, On-demand, Consulting-as-a-Service Subscription

In addition to developing Statements of Work for specific deliverables and activities (such as the Our Understanding and Approach section of this proposal), we offer a Statement of Work for on-demand subscription-based consulting service for public sector clients. In this model, we provide a menu of consulting services, such as compensation analysis or project management services, and a client can access these flexibly as needs arise throughout the subscription term. This built-in flexibility means we are available when the client agency needs support, even for short-term assignments that need prompt attention.

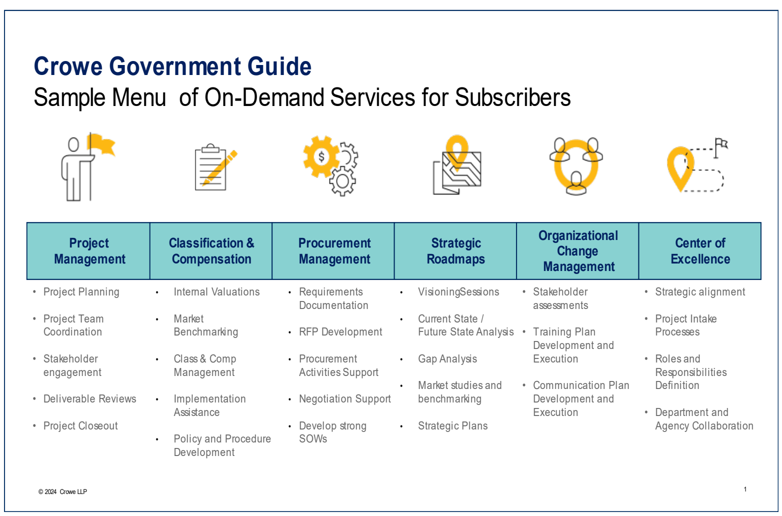
Crowe Government Guide is a subscription-based menu of on-demand consulting services that allows for the flexibility to pull in the right resources for the right projects at the right time.

Here are some examples of current clients using Crowe Government Guide (CGG):

Municipality (200k residents)	Large Non-Profit	Large Municipality (750k residents)
Subscribes to CGG for third-party implementation support, including vendor management. Because needs change often, the client subscribes to a fixed number of implementations (usually 3-4) per year. The fee structure is a monthly fee for a consistent staffing model (a project manager and business analyst for each implementation).	Subscribed to CGG to assist with an ERP implementation. Crowe scales services up/down in response to real-time needs, including vendor management, creating a project schedule, negotiating a revised SOW and more favorable contract terms, and developing a training plan. The fee structure is time & materials with a not-to-exceed budget.	Client has access to CGG through a prequalified bench contract. The service enables ad hoc project management and organizational change management services. The fee structure varies by specific SOW; client issues an SOW as needs arise.

NCTCOG members and other public sector entities may decide to leverage Crowe Government Guide to provide on-demand support for your Human Resources or Finance team to do things like:

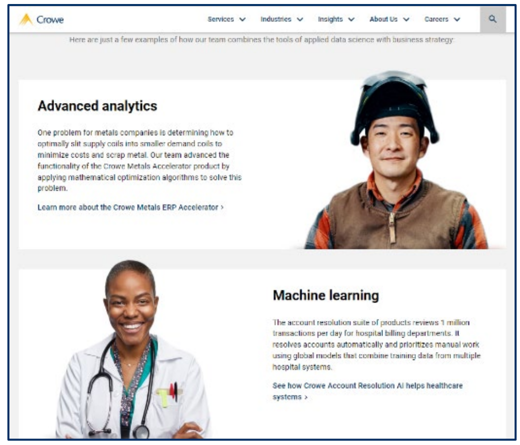
- Routine market compensation assessments (for example, 50% of classifications each year)
- Ad hoc market compensation assessments to provide you with data to address requests for pay adjustments and new classifications
- Internal valuation and pay grade assignment of new classifications
- Development of a fixed number of policies or procedures per year
- Development or refinement of job or classification descriptions
- Ongoing implementation support
- Other services on a customized menu for you, such as ad hoc procurement support, project management services, or other services (see the sample menu of services image above)



In these scenarios, Crowe Government Guide would provide the client organization a consistent Crowe point of contact and access to flexible, on-demand consulting services.

Tab D, Section 2. Our Understanding and Approach, we have outlined our approach to delivering specific services and deliverables. To be clear, those services would not necessitate contracting through our Crowe Government Guide subscription offering. However, we provide this information about our flexible subscription for your consideration, and we welcome public entities to consider this as an alternative way to obtain consulting services to flexibly meet your needs.

Alternative 3. Repeatable, Machine Learning-Assisted Compensation Analysis



Should a public sector entity wish to explore a cost-effective approach to routine compensation analysis on a predetermined schedule (such as every two years, for example), we would welcome the opportunity to discuss our repeatable, automated, and technology-driven approach to market compensation analysis. We have the technology tools and data science specialization to apply advanced machine learning approaches to our robust compensation methodologies. This enables us to deliver an efficient, cost-effective, and repeatable compensation analysis for clients who wish to refresh their market results at regular future intervals without having to start from scratch each time and while promoting consistency and integrity of the approach each year.

We would be glad to discuss this alternative and its pros and cons further with NCTCOG, its members, and other public sector entities. We have not elaborated on this approach in detail in this proposal, as it is typically most applicable to entities who wish to repeat the compensation analysis on a routine basis.

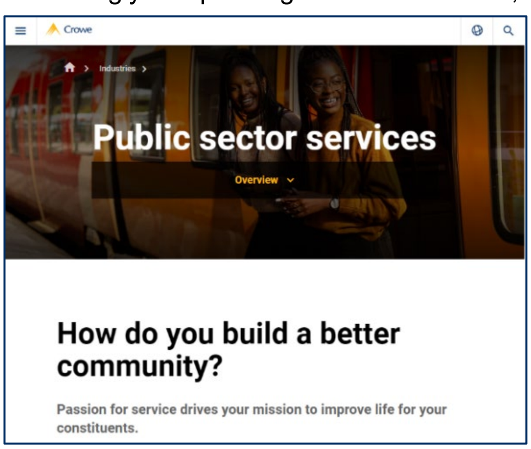
Qualifications

Describe your firm's qualifications in providing services for governmental projects.

Public Sector Specialization

Crowe has been serving the needs of government organizations for more than 50 years. We work with many distinct types of government organizations, including municipalities, counties, utilities, schools, special service districts, state agencies, nonprofits, and quasi-governmental entities. Our team of governmental specialists – many of whom are former elected or appointed officials and government employees – can provide you the thought leadership and technical expertise you need.

Today's government leaders are charged with delivering superior service in greater public demand and increasingly complex regulations. At Crowe, we strive to help governments better serve their constituents by providing solutions that improve performance, optimize revenue, and manage risk. Crowe's innovative solutions help address the financial and operational issues most critical to governments in challenging economic times. Our extensive scope of competencies – business process, technology, people, and performance – allows us to deliver effective, cost-efficient services.



Our Public Sector Consultants focus on maximizing an organization's performance, while recognizing that one size does not fit all. The challenges and improvement opportunities vary widely from one entity to another, and no single solution or universal approach is well-suited for every situation.

Crowe's team members are frequently singled out by clients for "getting" public sector and sharing a commitment to your mission.

This is our specialty. Read more here: www.crowe.com/services/ consulting/public-sector

Please see **Tab B: Demonstrated Past Success** for a listing of our experience with governmental and other public sector clients, as well as a detailed description of our specialized knowledge in compensation analysis, human capital consulting, and related public sector consulting services.

Capabilities for Timely Performance

Describe your firm's capabilities to perform the work in a timely fashion.

One of the benefits of working with Crowe is that in addition to our deep specialization in public sector and compensation analysis, we have access to qualified team members across the country. This means we are able to serve you in a timely fashion.

You will not hear Crowe say we are unable to start a project due to our availability, and we do not anticipate any issue executing SOWs for multiple members/clients concurrently. We have a deep bench of 190 public sector consultants on our nationwide team, each with skillsets and knowledge specific to governmental organizations. The team that delivers our compensation analysis work – our Public Sector Strategy and Management Advisory practice – includes over 50 individuals under Susannah Heitger's leadership. Thus, we are responsive to emerging client needs, new Statements of Work, and timely delivery of our services and results.

Please also see the **Allocation of Resources Section within Tab D** for a description of how we use our Centralized Resource Management function and scheduling software to make sure NCTCOG's needs are met with experienced and trained staff. We realize that resource management is a crucial element to consistently providing top quality service, and our clients will attest to our responsiveness and success staffing projects with qualified team members focused on delivering projects on time and within budget.

Business Location

List the business location out of which your firm's team members will work from.

For projects that require in-depth knowledge of compensation analysis, we prioritize staffing projects with team members with the required knowledge and training, rather than focusing on location. Our primary subject matter specialists in compensation analysis – including Shannon Madden and Renae Peden (our candidates for project manager) – are based in Chicago, IL. Thus, we anticipate that project teams for each Statement of Work will be comprised of public sector specialists from the Midwest and across the country.

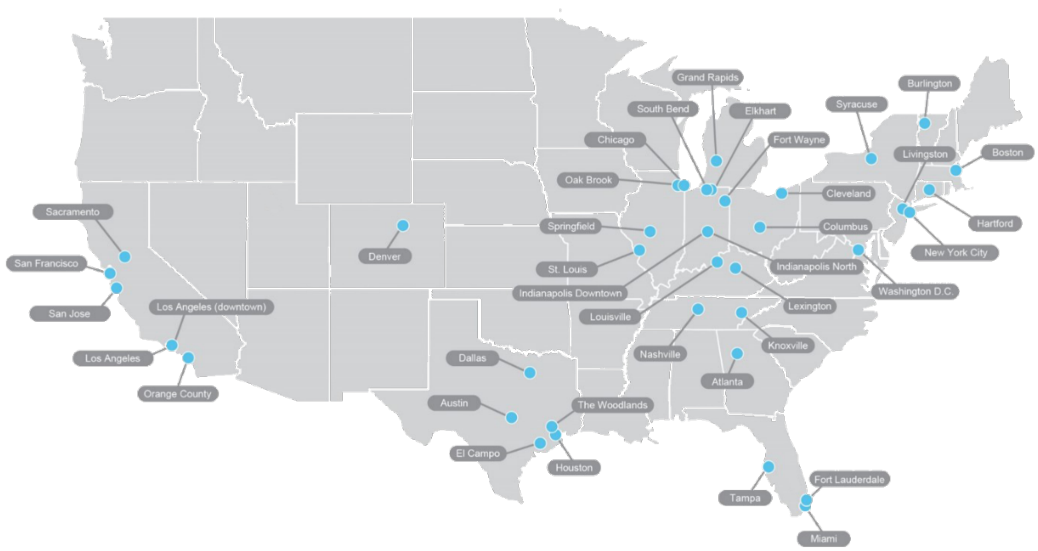
Please note that Texas is a focal point of our firm, and we serve many clients in Texas. Our team is flexible and able to travel to Texas to best serve the needs of our clients.

Firm Overview and Description

Provide an overview of Proposer's organization, size and experience; major clients; areas of expertise; approximate number of Proposer's staff to be assigned to a given project; unique qualifications of Proposer's firm; and other matters that the Proposer feels would assist in the evaluation process.

Provide company description; include number of years in business, size, etc.

Crowe LLP (Crowe) was founded in 1942 and has been in business for 80 years. Headquartered in Chicago, Illinois, Crowe is a global accounting, consulting, and technology firm with more than 6,600 personnel and 35+ U.S. locations across the nation, including five Texas offices in Dallas, Houston, Austin, El Campo, and The Woodlands. We have provided additional firm information in **Appendix B: Firm Profile**.



Industry specialization is the primary go-to-market strategy for the firm, relying on teams that are experienced, trained, and focused on delivering services in key industries. Please see the **Public Sector Specialization Section** under Qualifications within this Tab A.

In addition, we operate as a national practice and can pull expertise from many parts of the firm to best support your needs. Connecting deep industry, specialized knowledge, and innovative technology, our dedicated professionals create value for our clients with integrity and objectivity. Crowe is recognized by many organizations as one of the country's best places to work.

For an abbreviated listing of our public sector clients, please see **Tab B: Demonstrated Past Success**.

For each project Statement of Work, we anticipate assigning approximately 5-10 individuals to deliver services. Each project will be overseen by Partners Susannah Heitger and Mark Maraccini as well as Senior Manager Shannon Madden, our public sector compensation analysis subject matter lead. Each engagement will have an assigned project manager or senior project manager (which may be Shannon Madden), as well as 2-4 analysts and any required subject matter advisors. Please note that in some cases for large or complex clients, we may assign additional analysts so that we are able to complete the work in a timely fashion. We have successfully executed compensation studies for government clients with as many as 15 team members in the past, including project leaders, subject matter advisors, compensation analysts, and quality control reviewers.

Additional Resources

Describe other resources your firm intends to commit to provide the required services under this contract.

To best serve NCTCOG and other agencies who seek Fair Labor Standards Act (FLSA) reviews and other reviews for legal compliance and risks, Crowe proposes to subcontract with Kuiper Law Firm (Kuiper).

Kuiper, a Historically Underutilized Business (HUB) in the State of Texas, has a successful employment law practice that provide clients with a range of services, including compensation review and compliance with applicable laws, including the FLSA and state and local laws and regulations, discrimination matters and compliance under Title VII, ADEA, USSRA, ADA and parallel state law, risk management and anti-discrimination and anti-retaliation training and counseling, termination, retainment and hiring policy counseling, severance and release of claims, employer handbooks, drafting and review of internal agreements including non-compete, non-solicitation, non-disclosure agreements, and prosecution and defense of claims.

Director of Litigation and head of the Kuiper's employment practice, William "Carl" Wilson, has been recognized by Texas Super Lawyers as a Rising Star, distinguishing him as a top-rated employment and litigation attorney in the State in 2022 and 2023.

Please see **Appendix A: Resumes** for Carl's resume and qualifications. Please see **Appendix B: Firm Profile** for a detailed overview of Kuiper Law Firm.

Practices for Recommendations

Provide a list of best practices your company utilizes when making recommendations.

We feel strongly that our reports and recommendations should not be made to sit on a shelf. We focus on providing true value to each of our clients, and a core component of that is focusing on recommendations that make sense based on each client's specific context.

To assist with this, we use the following principles and leading practices when developing recommendations:

- **Recommendations are tailored.** Recommendations are customized to the specific client's goals and reflective of the results of the scope of the analysis.
- **Recommendations are reasonable.** Recommendations are germane to the scope of the analysis and reasonable in the context of project activities, discussions, and analysis, as well as the client organization's current state and resource constraints.
- **Recommendations are thorough.** Recommendations are accompanied by an indication of the costs, resources, and timeframes required to implement the recommendations. *(We note that the level of detail of this information may vary depending on the Statement of Work.)*
- **Recommendations align with research and industry practices.** Recommendations are consistent with leading practices for public sector compensation and consider emerging trends and recent research.

Tab B: Demonstrated Past Success

Our Experience and Public Sector Specialty

Describe your firm's experience providing services for governmental clients of a similar nature in the last five years.

Public Sector Specialization
Please see the **Qualifications Section of Tab A** for a description of our extensive experience serving governments. As we have written, we have been serving governments for over 50 years, and many of our team members are former elected or appointed officials and government employees. Our team's extensive experience serving governmental clients enables us to provide NCTCOG and TXShare members the thought leadership and technical expertise you need.

Below is an ***abbreviated sampling*** of governmental clients we have served on strategic, analytical, and management advisory engagements in recent years:

- Alameda-Contra Costa Transit District
- American Academy of Pediatrics
- American Dental Association
- Battery Park City Authority, New York City
- Baylor University
- California Dept. of Developmental Services
- California State Auditor's Office
- California State Controller's Office *and dozens of other State of California Departments, Offices, and Agencies*
- Chicago Public Schools
- City and County of Denver Dept. of Transportation and Infrastructure
- City of Apex, North Carolina
- City of Aurora, Illinois
- City of Bloomington, Indiana
- City of Chicago, Illinois
- City of Cleveland, Ohio
- City of Columbia, Ohio
- City of Dallas, Texas
- City of Davis, California
- City of Fort Wayne, Indiana
- City of Fort Worth, Texas
- City of Indianapolis, Indiana
- City of Richardson, Texas
- Cook County, Illinois
- Dallas Area Rapid Transit
- District of Columbia Court of Appeals
- District of Columbia Superior Court
- Indiana Criminal Justice Institute
- Indiana Dept. of Education
- Ivy Tech Community College of Indiana
- Lake County, Illinois
- Local Education Agencies (various)
- Marion County, Indianapolis
- North Texas Municipal Water District
- North Texas Tollway Authority
- Ohio Dept. of Education
- Ohio Dept. of Education and Wellness
- Ohio Dept. of Job & Family Services
- Ohio Housing Finance Authority
- Ohio Public Employees Retirement System
- Rice University
- San Bernadino County Fire District
- Santa Clara County Housing Authority
- Scott County, Iowa
- Texas Dept. of Information Resources
- Texas Dept. of Transportation
- Texas Office of the Governor
- Texas Teachers Retirement System
- University of California
- University of Illinois
- University of Massachusetts
- University of Texas at Austin
- University of Texas Medical Branch
- University of Texas System

- DuPage County, Illinois
- Franklin County, Ohio
- Hamilton County, Ohio
- Houston Advanced Research Center
- Illinois Dept. of Commerce & Economic Opportunity
- Illinois State Board of Education
- University of Texas/Texas A&M Investment Management Company
- Utah State Board of Education
- Utah State Board of Education
- Water Research Foundation
- Workforce for Dallas County, Texas
- YMCA of Greater New York
- YMCA of the USA

Compensation Experience

Our firm has significant depth of knowledge and experience related to compensation assessments, classification assessments and realignments, payroll processes and data, organizational assessments, and other relevant services. With our team of specialists across the firm, we have successfully served numerous clients in the public and private sectors on classification and compensation studies, benefits analysis and benefits plan management, formal organizational assessments, and other projects that impact an organization's core assets – its employees and its financial resources. We have been doing this work since 2015, with a specific focus on ***public sector*** compensation since 2018.

Below is a sampling of our recent compensation-related engagements in the public sector. These have all been ***led directly by our key team members*** whom we propose to support NCTCOG:

- **Compensation & Classification Assessment and Strategy Development** – large jurisdiction with over 1,100 classifications
- **Compensation & Classification Implementation Support** – large jurisdiction with over 1,100 classifications
- **Compensation & Classification Strategy Development** – City of Bloomington, IN
- **Total Compensation Analysis** – California State Auditor's Office, Sacramento, CA
- **Classification Analysis** – Ohio Public Employees Retirement System, Columbus, OH
- **Compensation Analysis** – City of Cleveland Department of Community Development
- **Compensation Analysis** – Battery Park City Authority, New York City, NY
- **Compensation Analysis** – Private Foundation

Human Capital Specialization

Crowe has deep knowledge of human capital and human resources issues, including in the public sector. This includes compensation market pricing, human resources process benchmarking and optimization, employment law compliance assessment, organizational design, and human resources due diligence related to mergers and acquisitions. We have provided these services to municipal, state, and federal agencies and various middle-market private sector companies.

To serve public sector clients, we are able to engage **Mark Walztoni, Senior Professional in Human Resources (SPHR)**, Society for Industrial and Organizational Psychology (SIOP). Mark led Crowe's Human Capital Solutions practice prior to his retirement in 2022, and he continues to advise our team and clients on key engagements. Mark has led numerous human capital initiatives over the course of his career, including classification and compensation analyses, Organizational Change Management (OCM) initiatives, and numerous other human resources projects. We have provided Mark's resume in **Appendix A: Resumes**. In addition to Mark, several other members of our public sector consulting team specialize in OCM, regularly assisting our government clients with proactively planning for the people side of key strategic changes.

We also have deep experience and knowledge related to benefits analysis, benefits plans, accounting and audit standards, and compliance requirements. As a nationwide accounting firm, we can leverage our firm's extensive resources to provide you with one seamless, highly qualified team.

Annual Crowe Bank Compensation and Benefits Survey

In addition to our public sector specialization, Crowe is well-known for our robust annual Compensation and Benefits Survey for financial institutions. Each year, Crowe facilitates a detailed survey to aggregate total compensation data and related information from hundreds of survey participants and over 250 classifications, and we issue multiple fee-based reports based on our proven analysis.

You can learn more about Crowe's annual survey here: https://www.crowe.com/compsurvey and download the 2023 survey highlights at no charge. Below are excerpts from the 2023 survey highlights.

While the above survey is focused on the banking industry, we provide it as additional context for the depth and breadth of our experience and thought leadership in compensation and benefits analysis.

Related Public Sector Services

Our team is also skilled in several services that often coincide with compensation studies, such as:

- **Strategic Project Management** – transitioning from strategy to implementation requires thoughtful project management and action-oriented roadmaps. Please see www.crowe.com/industries/public-sector/project-management.
- **Organizational Assessments** – including of operations and organizational structures, financial and economic indicators, and technology and security. Please see www.crowe.com/industries/public-sector/organizational-assessments.
- **Organizational Change Management** – helping prepare public leaders, personnel, and constituents for successfully transitioning to new practices, responsibilities, and other changes. Please see www.crowe.com/industries/public-sector/organizational-change-management.

We deliver the **rigorous, data-driven market analysis** of certain firms that exclusively focus on classification and compensation studies, and we differentiate ourselves by providing **value-added discussion and interpretation of the results within the context of public sector administration, governmental resources, and legal and regulatory compliance.**

Recent Relevant Contracts

Include a list of no more than five (5) relevant services contracts awarded within the last 5 years. These same five projects should be used as your references in Tab E.

Client Name	Project
Franczek P.C. (on behalf of confidential government client)	Compensation & Classification Assessment and Strategy
City of Bloomington, Indiana	Compensation & Classification Analysis & Strategy Development
California State Auditor’s Office	Total Compensation Analysis
Houston Advanced Research Center	Project Management Services
Juniper Capital (reference for Kuiper Law Firm)	Legal Counsel

Tab C: Quality Control

Describe personnel, equipment, technologies, or other resources and methodologies commonly used by your firm that may be applicable to this service. Describe your quality control and quality assurance programs.

Firm Resources

Our people are our strongest asset, and we bring over 6,600 personnel across our consulting, accounting, and technology practices. As described in Tab A, we have **over 190 professionals** who have dedicated themselves to consulting with public sector clients. The team that delivers our compensation analysis work – our Public Sector Strategy and Management Advisory practice – includes nearly 60 individuals under Susannah Heitger's leadership.

In addition, we can quickly and flexibly tap into **financial, benefits, and management subject matter specialists** throughout our firm to best meet the needs of you as our client. This means NCTCOG and other public sector entities will benefit from our core project team of public sector specialists *and* have access to specialists across the firm to help address specific subject matter questions or issues that tend to arise during a compensation study.

As a technology firm with highly skilled product engineering and data science teams, we can also bring valuable technical tools and innovative approaches to our projects. For traditional compensation studies, we leverage standard software packages and methodology templates. For those clients who wish to consider a cost-effective approach to conducting compensation studies at regular future intervals, we will collaborate with **our professional Data Science** team highly trained in research, economics, and innovative technology to to setup a **repeatable, efficient process of refreshing compensation data and analyses**. Our firm has extensive experience using machine learning and artificial intelligence to expedite processes for clients, and we would welcome the opportunity to discuss this option with NCTCOG, its members, or any other public sector entities for whom this approach may bring value.

Finally, our team is supported by extensive internal administrative support and services. We have dedicated professionals who assist our consultants with administrative services such as a centralized billing department, Centralized Resource Management and scheduling unit, and an in-house document production department. These resources enable our Public Sector Consultants to focus on providing an exceptional client experience and high-quality deliverables to our clients, supported by internal support structures and professionals to keep things running smoothly and seamlessly.

Relevant Methodologies

Please see our **Project Management Methodology in Tab D, Section 2(c)**.

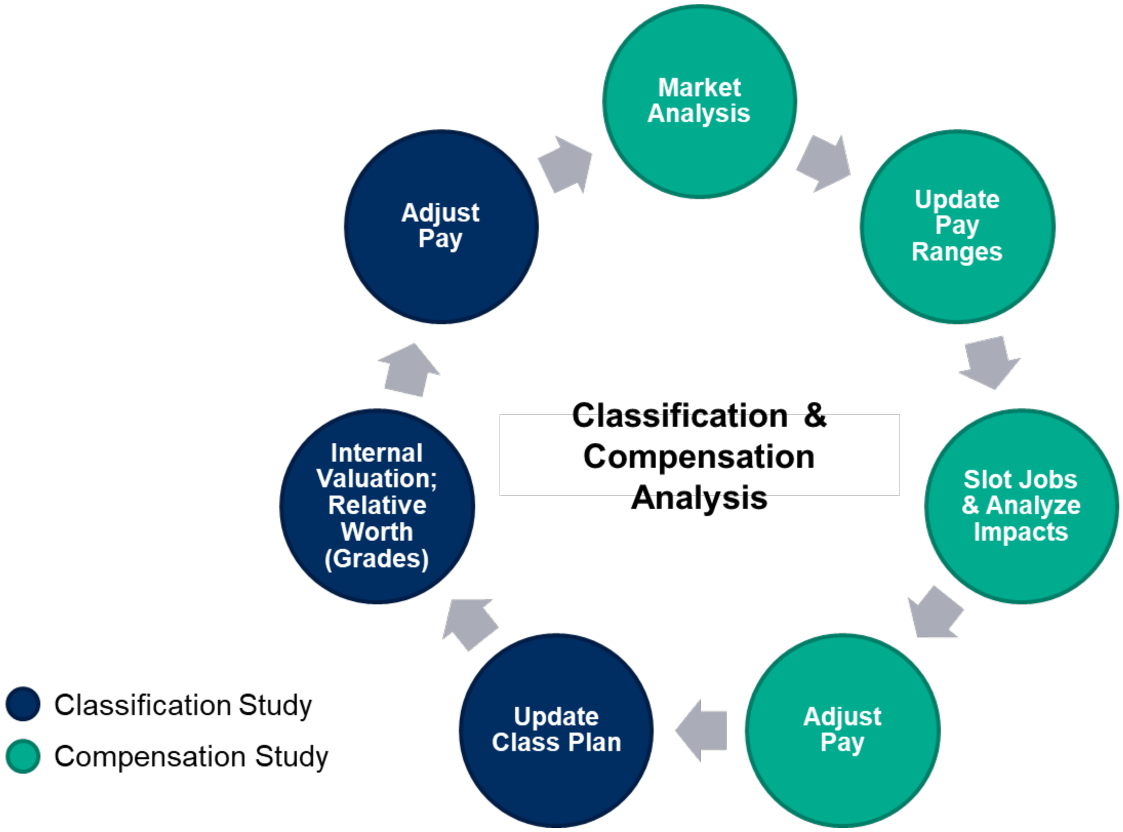
Compensation & Classification Methodology

For a detailed explanation of our compensation methodology, including all aspects of current state analysis, market analysis, and integrating market results with a client's organizational context, please see **Tab D, Section 2. Our Understanding and Approach**.

As you will see in that section, we have integrated the services and typical steps listed in your RFP into our four-phased approach to executing our methodology. You will also see that our approach intentionally sequences activities traditionally performed in a compensation study with other activities traditionally thought of as part of a classification study.

This is because our methodology is based on our experience that compensation and classification management go hand-in-hand. It is difficult for an organization to maintain a defensible compensation structure without a strong classification structure as its foundation.

The diagram below illustrates our overall philosophy and methodology for integrating these two aspects of human resource management in the public sector.



We understand that each public sector organization has its own starting point, and some entities may not require classification analysis as part of their Statements of Work. In those cases, we will collaborate with the client to verify that organizational classifications are valid and updated so that they may be used as reliable inputs to the classification study.

Quality Assurance

Crowe places strong emphasis on maintaining a high level of professional quality. As an audit firm, we have extensive quality assurance and quality control policies and practices in place, including our Assurance Professional Practice and Firm Quality teams. This allows us to maintain a dedicated focus on quality and high professional standards. These teams oversee the development, implementation, and monitoring of firmwide policies, procedures, and review activities to verify that quality standards are met consistently by our project teams.

We also undergo a triennial external peer review. As one of fourteen firms auditing more than 100 public companies, Crowe is subject to the full, detailed annual inspection process of the Public Company Accounting Oversight Board (PCAOB). In addition, Crowe has a long-standing role of participation and leadership in national professional standards associations and regulatory organizations. Members of our firm serve on the Ethics Committees in their relevant states, the AICPA's national ethics committee and the AICPA's State and Local Government Expert Panel and CPE Advisory Committee.

Quality Control and Consulting Professional Standards

We maintain formal, documented Consulting Professional Standards that reflect critical expectations and activities we perform to meet client expectations while supporting Crowe's Core Values and Win[3] philosophy. (Please see **Appendix B: Firm Profile** for more information on our values and philosophy.)

Our Consulting Professional Standards include responsibilities and key activities for our engagement teams, including project management expectations, documenting expectations with our clients, collaborating throughout the project work, internal quality control reviews of all deliverables, and maintaining appropriate records. Our Consulting Professional Standards include, but are not limited to, the following:

- Deliverables are explicitly agreed to with the client as part of the contract.
- Changes in scope and timing of work or deliverables, if any, are agreed to with the client.
- Services are provided by competent professionals.
- All work product is approved by a manager level or above prior to delivery to the client. When applicable, formal deliverables are approved by a partner.
- All work product supporting the conclusions reached and final deliverables are retained in an appropriate manner consistent with our record retention policies.
- All firm policies related to confidentiality and privacy are followed to the highest level.

Our team has a formal Quality Assurance Program, which is a system of controls to provide oversight and monitoring of a desired level of quality for Consulting engagements, through adherence to minimum requirements set forth in the Consulting Professional Standards. Our Quality Assurance Program conducts routine reviews of projects to validate adherence to our Consulting Professional Standards, and to provide guidance to project leaders to remain in compliance with our quality expectations.

Tab D: Technical Proposal

This section should constitute the major portion of the submittal and must contain a narrative in specific response to items listed below. NCTCOG encourages vendors to be creative when developing their proposals for the requested service(s).

In your narrative, match the corresponding number of the item below with its specific answer.

1. Exceptions

1. ***Review "Section 4: Specifications" of this RFP.* Are there any requirements that you cannot provide, or offer an alternative to? Describe any exceptions to the requirements. If there are no exceptions, please explicitly state that no exceptions are taken to any part of Section 4.* Further, describe any exceptions to other sections of this RFP. Your offer must be in compliance with stated terms and conditions unless NCTCOG accepts written identified exceptions of your proposal.***

   **Crowe is responding to this submittal requirement as modified in NCTCOG's Addendum 1, which corrected "Section 5: Specifications" to "Section 4: Specifications."*

Crowe is able to meet the requirements of RFP Section 4: Specifications, including Service Category #1 and Service Category #2. We do not take exception to this section. Please see the next section, **Our Understanding and Approach**, for how we propose to fulfill the RFP's Specifications.

Please see the **Exceptions Section of Tab A: Capacity to Deliver** for exceptions to other sections of this RFP. In addition, please see the **Alternatives Section of Tab A** for three additional options we provide for NCTCOG and TXShare members and other public sector entities seeking consulting services.

2. Our Understanding and Approach

2. ***Information under this section should include, but not be limited to, your understanding of the RFP requirements and your firm's approach:***

   a. ***Demonstrate a clear understanding of the project by providing a concise description of how you propose to provide the services identified in this RFP.***

We understand NCTCOG seeks an experienced firm or firms to provide compensation study consulting services to members of NCTCOG, members of the TXShare Cooperative Purchasing Program, and other public entities nationwide that choose to leverage the resulting contract. We recognize that should we be awarded a contract, our services will be promoted via TXShare, thus providing Crowe the opportunity to work with various public sector entities to develop a Statement of Work that meets each entity's needs.

We understand the NCTCOG and TXShare have the following objectives related to this RFP:

- Assist agencies in keeping salaries competitive with the external market
- Assist agencies in maintaining internally equitable compensation
- Obtain recommendations for agencies to implement classification and compensation adjustments
- Facilitate efficient procurement of consulting services related to compensation analysis and management

We propose to deliver services leveraging our unique combination of public sector specialization, proven compensation analysis methodologies, and access to financial, benefits, and management subject matter experts across our firm. We will use a highly customizable, client-centered approach that we tailor to each entity's objectives, while grounding ourselves in principles of proactive project management and exceptional client experience.

Many of our compensation consulting engagements are organized in the following phases, though we emphasize our flexibility to tailor the approach to each client with whom we develop a Statement of Work:

Phase I	Phase II	Phase III	Phase IV
Initiate Project	Evaluate Current State	Conduct Market Analysis	Summarize Results & Recommendations

As noted in the **Relevant Methodologies Section of Tab C: Quality Control**, we recognize that successful compensation plan management relies on an organization's classification structure and relative worth alignment as foundational components. Therefore, we view classification and compensation analyses as often intertwined. (Please see the diagram in **Relevant Methodologies Section of Tab C: Quality Control.**) Thus, the detailed approach we outline in the next section integrates aspects of classification analysis within the compensation analysis. For example, we have placed activities such as job description and pay grade validation into the evaluation of the client's current state in Phase II.

b. Provide a detailed description of proposed services and the means and methods to be used to accomplish the tasks identified in the Scope of Work section. This work plan will detail team assignments and narratives of work approach and work force, and schedule of activities with time allocations.

In this section, we detail our proposed approach to delivering services, using the services and typical activities listed in your RFP Sections 4.0 and 4.1.2, as well as additional supporting activities and milestones we often recommend. Please see **Appendix C: Crosswalk of RFP Activities to Our Approach** for a listing of the phases that include each RFP activity.

Below we detail the sample activities and deliverables in our proposed four-phased approach.

We welcome the opportunity to tailor the specific phases, activities, and deliverables to each entity's Statement of Work. We recognize, for example, that not all participating agencies may require the facilitated internal valuation and pay grade validation included in Phase II below. In these cases, we will collaborate to either exclude those activities from the SOW or to reduce the scale as appropriate.

Phase 1 – Initiate Project

Phase I
Initiate Project

1. **Project Planning**: We will meet with the client entity's appointed Project Manager to confirm the project approach, list of in-scope classifications, project team roles and responsibilities, additional stakeholders and agency staff, milestones, and timelines. Additionally, during the initial planning discussions we will seek to understand the agency's strategic direction, priorities, and any key pain points related to the project. Based on this discussion, we will develop a Project Charter and Project Schedule for review. We will request signoff on the Project Charter and Schedule before we proceed to subsequent steps to confirm we are aligned on the approach.
2. **Kickoff Meeting**: We will facilitate a formal project kickoff meeting for the agency's project sponsors, project manager, and other key stakeholders. Using the Project Charter to guide the discussion, we will summarize the project scope, approach, timeline, , and key next steps. We will also facilitate open discussion to answer questions and continue identifying specific goals or pain points related to this project, which may include classifications that have been difficult to recruit or retain or have other compensation challenges. We typically facilitate (1) 60-minute Kickoff Meeting for this discussion.

3. **Interviews or Focus Groups:** Often, we facilitate interviews or focus groups with key stakeholders to understand their concerns, priorities, and ideas related to compensation. We will collaborate with each client to identify appropriate stakeholders and to conduct either one-on-one interviews or focus groups with these individuals. The information shared during these sessions will be an input to the upcoming analysis, including our review of current state information, selection of benchmarks and market pricing, and the later development of recommendations and implementation options.
4. **Data Request:** We will request relevant information, such as current classification descriptions, organizational charts, base pay and benefits information, union status, relevant employee demographics (such as hire date), classification and compensation policies and procedures, and other pertinent documentation. We will provide a formal Data Request Log and maintain this on a shared project collaboration site (such as SharePoint) for transparency throughout the project.
5. **Project Status Meetings and Project Management**: Throughout the project, we will meet with the client Project Manager every week (or every 2 weeks, if preferred) to align on project status. For each meeting, we will prepare a formal written Status Report that includes accomplishments in the reporting period, next steps and action items, decisions needed, and risks/issues, if any. We will proactively manage the project, including management of project scope, schedule, budget, risks, and related matters, throughout the engagement.

Sample Phase I Deliverables*

- Project Charter
- Project Schedule
- Kickoff Meeting
- Stakeholder Interviews or Focus Groups
- Data Request Log
- Project Status Reports, Meetings, and Ongoing Project Management

**Deliverables will be identified in the Statement of Work developed with each client agency*

Phase II. Evaluate Current State

Phase II

Evaluate Current State

1. **Review Current State Documentation:** We will review information collected during Phase I, which will vary based on the materials relevant for agency's Statement of Work. Typically, we review:
   a. Existing pay philosophy
   b. Existing salary plans
   c. Existing structural organization of job titles, job families, and career ladders
   d. Existing compensation package and incentive plans
   e. Existing agency-specific conditions, which may include pay compression issues, prior internal or external equity analysis, employee engagement surveys, recruitment, and retention statistics, and other related information
   f. Additional relevant information
2. **Conduct Legal/Compliance Risk Review, such as for FLSA Status:** If requested, our employment law counsel from Kuiper Law Firm will review the client agency's documentation (such as job/classification descriptions and compensation policies and procedures) to identify potential risks related to compliance with legal and regulatory requirements.

This may include a review of the Fair Labor Standards Act (FLSA): (i) wage and hour reviews and audits to review a worker's classification as employee, independent contractor, intern, trainee, or volunteer; (ii) employee review along with overtime exemption status; (iii) overtime exemptions determined by the employer's activities, the employee's performed duties, or both; and (iv) consideration of the employer's policies for compensable time (e.g., Portal-to-Portal Act matters), overtime calculations, equal pay issues (e.g., Federal Ledbetter Act), recordkeeping, payment methods, and deductions. Kuiper's specialist will identify areas of risk and identify potential opportunities to come into compliance or better align with leading practices, including advice on safe-harbors and how to correct unlawful practices to limit employer liability. Note that this review will be focused on the agency's policies, processes, and FLSA designations related to classification and compensation and applicable law and leading practices; this will not include further assessment of specific employment actions or personnel matters. Instead, we will review for broad compliance with legal and regulatory requirements related to classification and compensation. Should additional review or legal advising be requested, we will collaborate with the client agency and Kuiper to define the scope of services.

3. **Facilitate Employee Survey(s)**: If requested, we will facilitate one or more employee surveys. We can do this using our proprietary CDRM survey platform or using a commercial web survey platform such as SurveyMonkey. For illustrative purposes, relevant surveys may include:
    a. Employee engagement
    b. Importance of components of the compensation package to employee retention
    c. Position Description Questionnaires (PDQs)
    d. Other topics related to compensation and classification practices
4. **Review and Validate or Update Job Descriptions**: We will review job/classification descriptions for in-scope classifications and collaborate with the agency to determine the accuracy and completeness of the written descriptions. If we collaboratively determine that job descriptions are incomplete, outdated, or otherwise inaccurate, we will work with the agency to obtain or develop updated job descriptions. We will collaborate to determine the best approach, which may include interviews, focus groups, or a Position Description Questionnaire to collect information from incumbents. Before proceeding to the market analysis in Phase III, we will request signoff from the Project Manager that the job descriptions are updated and can be relied upon as accurate sources of information for purposes of market pricing.
5. **Develop Job Family Structure:** For organizations that do not currently use job families, we will use job descriptions and other pertinent information to organize each classification into a job family based on core functions. This assists in establishing a consistent classification process, helps the organization communicate career path options, and is used in the selection of benchmark classifications in Phase III. To deliver this, we will first provide a draft Job Family Structure, in which we identify the proposed families and potential sub-families. We will then assign each existing classification to a family in the approved family structure.
6. **Facilitate Internal Valuation and Pay Grade Validation**: The purpose of this activity is to validate that the in-scope classifications are accurately grouped or ranked according to their internal value or relative worth, which is often identified by pay grade. This is a critical step for the integrity of the market analysis and slotting classifications into updated market pay ranges based on internal equity. In our experience, many public entities have robust internal valuation processes and approaches to assigning pay grades. However, in other cases, the entity requests assistance developing or implementing a grading rubric that aligns with the organization's priorities and values (such as job complexity, required experience, or level of influence over organizational resources). In these cases, we will assist the agency in developing an internal valuation matrix or job grading rubric, and we can facilitate the analysis of each classification to assign an appropriate pay grade. We can provide services to develop this process, tailor tools to the agency, train agency personnel, and facilitate completion of the exercise, or we can scale these services as appropriate if an agency requires more or less support from our team.

7. **Develop Current State Report:** We will summarize the results of the current state analysis, including our observations about strengths and weaknesses of the current salary plan, compensation processes, and current conditions. We will identify areas for improvement and develop preliminary recommendations for the agency's consideration. We will provide a draft report, which typically includes an executive summary, discussion of scope of the review, observations about strengths and weaknesses, and preliminary, high-level recommendations. We will provide one draft report and request that the Project Manager facilitate internal review within 10 business days and provide one set of consolidated feedback to Crowe. We will incorporate this feedback into a revised final deliverable.
8. **Present Current State Report:** At the agency's discretion, we will present the results of this phase to the project sponsors and key stakeholders. We will collaborate with your Project Manager to determine the appropriate audience and level of detail, and we will facilitate an interactive presentation with ample time for questions, clarifications, and discussion of next steps related to implementation options and decisions.
9. **Project Status Meetings and Project Management:** We will continue providing formal written Status Reports and conducting weekly Status Meetings with your Project Manager**.**

Sample Phase II Deliverables*

- Summary of Legal/Compliance Risk Review
- Employee Surveys
- Summary of Job/Classification Description Validation or Updated Job/Classification Descriptions
- Job Family Structure and Crosswalk of Current Classifications to Families
- Internal Valuation Process, Tools, and Facilitated Internal Valuation
- Current State Report and Presentation
- Project Status Reports, Meetings, and Ongoing Project Management

**Deliverables will be identified in the Statement of Work developed with each client agency*

Phase III. Conduct Market Analysis

Phase III

Conduct Market Analysis

1. **Select Benchmarks:** To begin this phase, we will collaborate with the agency to select a representative subset of classifications to serve as benchmarks in the market study. Crowe will develop an initial draft list of benchmarks that represent all job families and levels of the organization and are likely to be comparable in the market. Because the market analysis represents a significant level of effort in terms of consultant time, we will work with the client agency to select an appropriate number of benchmarks. Typically, we recommend 35-50% of in-scope classifications be identified as benchmarks, though this depends on the number of pay grades, job families, and other characteristics of the agency's classification structure, as well as the client's schedule and budgetary constraints. We will facilitate a working session with the client project team to refine and finalize the list of selected benchmarks, and we will request signoff on the list of benchmarks before we begin to collect data in the steps below.

For the next step to Obtain market Data, we detail two options: A) Administer Custom Survey or B) Leverage Published Data. In addition, if an agency is interested in a compensation analysis to be conducted at regular future intervals, we welcome the opportunity to discuss our repeatable, machine learning-assisted approach to compensation analysis. Please see Tab A, Alternative 3 for more information about this alternative.

2. **Obtain Market Data – Option A) Administer Custom Survey:** As indicated in the RFP, a compensation study often includes a custom market salary survey. In the following sub-steps, we identify our approach to developing and administering a survey to obtain market data for a client engagement.
    a. Identify Comparable Employers to Survey: We will collaborate with your Project Manager to identify appropriate peer employers to be surveyed. We will recommend that both public and private sector employers be surveyed. In addition, we may recommend including comparable employers in other geographies to obtain data for competitive jobs. We will ask the Project Manager to sign off on the list of target employers to survey.
    b. Develop Survey: Leveraging our internal survey design experience and our existing compensation and benefits survey templates, we will develop a custom compensation survey. Depending on the client's needs, the survey may focus on base pay alone or may include other aspects of total compensation, such as health benefits and paid leave. We will customize the survey to focus on the selected benchmarks and relevant organizational data. Because this is a critical step in the project, we will plan the following checkpoints in the survey design process:
        i. Develop survey methodology and framework: Before developing the survey content in detail, we will first establish an overall framework and collaborate on the survey methodology. This includes a plan for the survey design, matching criteria, templates to leverage, metrics to collect, survey platform, and the overall flow and structure of the survey fields. We will review the survey methodology with the agency and request signoff on the framework before we proceed to developing the content.
        ii. Develop survey contents and instructions: After you approve the survey framework, we will populate the contents, including descriptions of each benchmark classification and instructions for peer employers to provide salary and benefits data for their comparable jobs.
        iii. Review draft and finalize survey: We will ask the client agency to review the draft survey and provide one set of consolidated comments to Crowe. After receiving your comments, we will address feedback and revise the survey. We will ask the client Project Manager to review and signoff on the final survey prior to distribution.
    c. Initiate Communication with Comparable Agencies: In parallel with the previous step, we will work with the Project Manager to send an initial notice to the selected comparable employers requesting their participation in an upcoming salary survey. This communication will explain the importance of the survey, the benefits (if any) to their organization of participating, the anticipated timeline, and means of data submission. This initial notice is meant to help **increase the response rate** and serves as a mechanism to confirm contact information prior to survey distribution. This notice may be distributed before the survey is finalized, targeting 2 weeks before survey distribution.
    d. Distribute Survey: Depending on the client's preference, either we or the client will distribute the survey to comparable employers and request their response. (If the client distributes the survey, Crowe will prepare the communication drafts for the client to use.) The distribution notice will include the instructions, due date, means of submission, and other pertinent information. We will work with the client agency to determine the appropriate timeframe for respondents to complete the survey (typically 3-4 weeks). In addition, we will request that the surveyed entities respond acknowledging their **intent to complete the survey** early in the response period; this assists in having appropriate expectations regarding the **expected response rate** and enables us to identify additional mitigating actions if the response rate is expected to be insufficient.
    e. Assist with Facilitating Survey Completion: To further **increase the response rate**, we will send reminders to the survey recipients and answer questions or provide clarification as appropriate in collaboration with the client agency.
    f. Aggregate Data and Perform Quality Control Review: After the survey response deadline, Crowe will consolidate responses and perform a quality control review of the data. Within this step, we will review for potential outliers or data quality issues. We will provide the Project Manager with a list of Data Quality Control Findings and collaborate to determine appropriate steps to seek clarification from respondent agencies or to cleanse the data, such as by removing outliers.

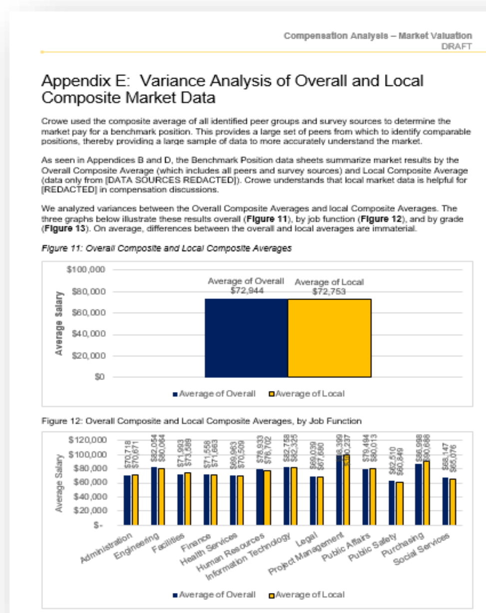
   g. Please note that we cannot assume responsibility for completion of the survey by comparable agencies, although we will take the actions outlined above to assist in obtaining sufficient responses. There is a risk that a custom survey may receive insufficient responses, which may make it challenging to rely on the results as a valid representation of the market. For this reason, we present an alternative way to obtain market data in the next step below (Option B).

3. **Obtain Market Data – Option B) Leverage Published Data**: *(Note that this step would be in lieu of Step 2 above, which is to Obtain Market Data using a custom survey (Option A).)* Many of our public sector compensation study clients choose to leverage publicly available data to expedite the timeline and reduce costs compared to administering a custom compensation survey. We welcome the opportunity to discuss the pros and cons of these two approaches with each client agency to determine the best fit for their needs. In this approach, we would complete the following steps:
   a. Identify Market Sources: We will collaborate with the Project Manager to define the relevant labor market and appropriate data sources. Depending on the project goals and organizational context, we typically identify 6-12 data sources to include in the market analysis. For illustrative purposes, these may include:
      i. Comparable Public Sector Employers with Available Compensation Data: Many public entities publish their current salary schedules, benefits information, and other relevant data, which can serve as a cost-effective data source for market analysis. We will prioritize comparable agencies – such as similarly-sized or located municipalities, districts, universities, non-profit organizations, or other organizations. We will research and document the availability of recent compensation information from those employers.
      ii. Published Surveys: In addition, we can use published compensation survey reports from external sources at your expense to collect public and private sector compensation data. Considering that many public employees consider job opportunities in both the public and private sector, published survey reports can be an efficient and timely option to obtain public and private sector labor market data. We will provide the client entity with recommended surveys that include relevant comparable employers and geographies and collaborate on the decision about which surveys (if any) will add the most value to the analysis, particularly where they may supplement or fill gaps in the publicly available information. If the client opts to include a fee-based survey in the analysis, we can provide detailed instructions for purchasing the survey or we can purchase the survey on the client's behalf for reimbursement, depending on contract terms. We typically recommend leveraging 2-3 fee-based surveys, though we would be glad to scale this to best suit the organization's needs.
   b. Data Source Signoff: We will work with your Project Manager to sign off on the final list of data sources to be used in the upcoming market pricing analysis. We will document this as the List of Market Data Sources and ask the Project Manager to sign off on the list of data sources before we proceed with analysis.
   c. Survey Purchase: If the client elects to leverage published surveys, the client will purchase the agreed-upon published surveys during this step. (As mentioned above, we are happy to discuss an alternative arrangement in which Crowe purchases the survey(s) on the client's behalf for reimbursement.)
   d. Aggregate Data and Perform Quality Control Review: Crowe will collect compensation data from the agreed-upon sources and perform a quality control review. In this review, we will identify potential outliers or data quality issues. We will provide your Project Manager with a list of Data Quality Control Findings and collaborate to determine appropriate steps to cleanse the data, such as by removing outliers.
   e. Market Price Each Benchmark Classification: In this step, Crowe will analyze each benchmark classification. We will attempt to match each benchmark with a comparable job from the agreed-upon data sources. We will discuss with you and transparently document the matching criteria, which typically includes consideration of the nature of work, level of responsibility (supervisory, fiscal, etc.), required experience, required education or credentials, and other matching criteria.

We will identify the peer market minimum, midpoint (mean, median, or both, when available), and maximum pay for comparable jobs, populating a Composite Benchmark Analysis template for each benchmark. This provides the client an in-depth understanding of the market pay range for each benchmark classification.

f. Adjust Data as Necessary: Using our existing Composite Benchmark Analysis templates, we adjust data as needed to account for differences in time and geography. We will discuss these options with the client and make a joint decision about whether to age data or adjust for cost of labor, and we will document these decisions in the methodology.

4. **Develop Regression and Recommended Pay Ranges:** Next we develop a regression of market pay for benchmarks and establish updated pay ranges that are informed by the market and the client's goals and pay philosophy. Then, we slot and align all in-scope classifications (including non-benchmarks) into the reference pay ranges, essentially grouping classifications that ought to be compensated at the same level, using pay grade as a proxy for that level. The result of this activity is a set of recommended, market-informed pay ranges for each classification.
   a. Critical to slotting classifications consistently with internal equity will be Pay Grade Validation completed in Phase II Step 6. During that activity, Crowe and the client team will have validated that classifications are appropriately graded (or otherwise grouped or ranked) as a reflection of relative internal worth and equity. (Please see Phase II Step 6 for discussion of how the team will proceed if a facilitated internal valuation is needed to assist the client in assigning valid pay grades for its classifications.) Then during this Phase III Step 4, we use the validated pay grades (or other groups) to slot classifications into the market results consistently from an internal (and external) equity perspective.
   b. During this step we will work with the client agency to validate or update its pay philosophy, including whether the organization wishes to lead, lag, or lead-lag the market and any specific market percentiles to target. This helps inform the development of updated pay ranges that reflect the organization's desired market position.
   c. As market data are analyzed, results may indicate that certain classifications with unique requirements or a high degree of market competition may warrant being grouped and slotted separately from other classifications. We will work with the client entity throughout the project to identify highly competitive jobs (often those that are most challenging to recruit and retain), and during this Phase III, we will obtain market data that may confirm or disprove whether the market is compensating these differently than other classifications at a similar pay grade. During this step, it may become necessary to establish a separate regression and slotting structure for these unique positions. We will work with the client entity to discuss such market results, identify analytical options, and transparently document the methodology and analytical decisions.
5. **Summarize Market Results and Recommended Pay Ranges:** Here we summarize the market results and recommended pay ranges for all in-scope classifications. These pay ranges are the result of all previous steps in the project and they are reflective of the organization's pay philosophy, the internal value of each classification (as indicated by validated pay grades), and the external value of each classification (as determined in the market analysis). To the right is a sample excerpt of a summary of market results.
6. **Project Status Meetings and Project Management**: We will continue providing formal written Status Reports and conducting weekly Status Meetings with your Project Manager.


Compensation Analysis – Market Valuation
DRAFT

Appendix E: Variance Analysis of Overall and Local Composite Market Data

Crowe used the composite average of all identified peer groups and survey sources to determine the market pay for a benchmark position. This provides a large set of peers from which to identify comparable positions, thereby providing a large sample of data to more accurately understand the market.

As seen in Appendices B and D, the Benchmark Position data sheets summarize market results by the Overall Composite Average (which includes all peers and survey sources) and Local Composite Average (data only from [DATA SOURCES REDACTED]). Crowe understands that local market data is helpful for [REDACTED] in compensation discussions.

We analyzed variances between the Overall Composite Averages and local Composite Averages. The three graphs below illustrate these results overall (**Figure 11**), by job function (**Figure 12**), and by grade (**Figure 13**). On average, differences between the overall and local averages are immaterial.

Figure 11: Overall Composite and Local Composite Averages

Figure 12: Overall Composite and Local Composite Averages, by Job Function

Sample Phase III Deliverables*

- List of Selected Benchmarks
- For Option A) Administer Custom Survey:
  - List of Employers to Survey
  - Draft and Final Draft Survey
  - Survey Administration and Communication
- For Option B) Leverage Published Data:
  - List of Market Data Sources
  - Data Quality Control Findings
  - Composite Benchmark Analysis for Each Benchmark
- Data Quality Control Findings
- Summary of Market Results and Recommended Pay Range for Each Classification
- Project Status Reports, Meetings, and Ongoing Project Management

**Deliverables will be identified in the Statement of Work developed with each client agency*

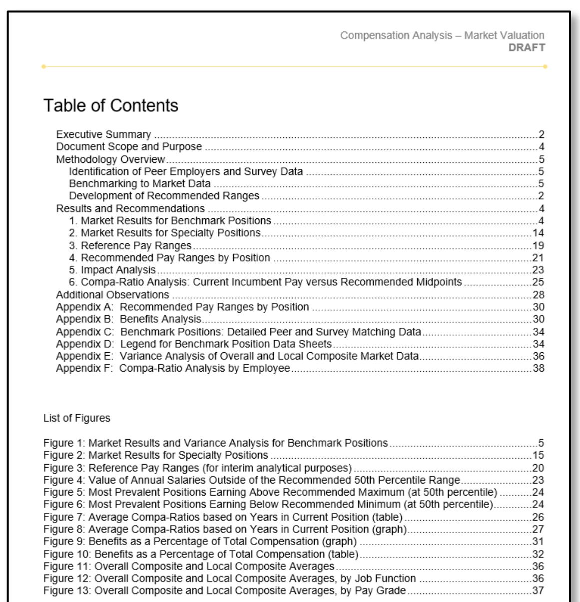
Phase IV: Summarize Results and Recommendations

Phase IV

Summarize Results & Recommendations

1. **Develop and Refine Recommendations and Implementation Considerations:** Based on the market results and ongoing, collaborative conversations with the client entity, we will begin to identify and discuss recommendations and implementation options. Depending on the client's goals, we can either facilitate the client's development and analysis of these options in collaborative workshops, or Crowe can prepare initial recommendations and considerations for the client's review and feedback based on our analysis and industry leading practices. In either approach, we welcome the client agency's input and feedback on priorities, resource or policy constraints, realistic timeframes, and other considerations, and we will work with you to define an appropriate approach. Our goal is to develop realistic, cost-effective recommendations and implementation options applicable to each client's specific situation.
2. **Develop Report:** We will develop a final report summarizing the analysis, results, and recommendations. We will tailor the report contents based on each client's Statement of Work. (To the right is a sample table of contents from a compensation study report.) For illustrative purposes, this report may include:
   a. Executive Summary
   b. Summary of Scope and Methodology
   c. Market Results
   d. Recommended Pay Schedule(s) with Grades and Ranges (note that there may be one or multiple pay schedules, depending on the current state and market results)
   e. Recommended Adjustments to Compensation
   f. Implementation Options and Recommendations

   We will provide one draft report and ask the Project Manager to facilitate internal review and consolidate feedback and direction for Crowe. We will incorporate this feedback into a revised final deliverable.



Compensation Analysis – Market Valuation
DRAFT

Table of Contents

List of Figures

3. **Present Report:** We will present the results and recommendations to key stakeholders. We will collaborate with the client Project Manager to determine the appropriate audience and level of detail, and we will facilitate an interactive, virtual presentation with ample time for questions, clarifications, and discussion of next steps related to implementation options and decisions. This session will be intended to share results with key stakeholders and option feedback and questions related to the recommendations and implementation approach. This will help inform the development of additional implementation guidelines, in the next step.
4. **Develop Implementation Guidelines and Tools:** Based on direction from the client about which implementation options it wishes to pursue, we can develop specific implementation tools and documentation to assist in the implementation. Below are examples of the documentation we can provide, which we will tailor to each client's Statement of Work:
    a. Compensation Plan Maintenance Guidelines
    b. Classification Plan Maintenance Guidelines
    c. Internal Valuation Processes, Roles, and Responsibilities (including pay grade placement and internal equity considerations)
    d. Ongoing Market Analysis Processes, Roles, and Responsibilities
    e. Job Description Development and Maintenance Guidelines
    f. Implementation Plans and Timelines
    g. Employee and Union Communication Plans
5. **Project Status Meetings and Project Management**: We will continue providing formal written Status Reports and conducting weekly Status Meetings with your Project Manager.

Sample Phase IV Deliverables*

- Facilitated Working Sessions on Recommendations and Implementation Options
- Draft and Final Draft Report
- Presentation of Final Report
- Implementation Guidelines and Tools
- Project Status Reports, Meetings, and Ongoing Project Management

**Deliverables will be identified in the Statement of Work developed with each client agency*

c. Provide a detailed description of the firm's approach to overall project management, allocation of resources, and integration of all activities potentially required by the Scope of Work.

Project Management Methodology and Activity Integration

As part of our commitment to consistently high-quality services, we know that one of the critical success factors is strong project management and oversight. Crowe has decades of experience successfully managing public sector initiatives and balancing conflicting priorities to deliver on time and on budget. Our project management methodology will be used to guide the project, keeping it on time and on budget, executing all project activities and tasks in a timely fashion.

Keeping all parties aligned to deliver on a common goal is critical. Therefore, communication and alignment are key components of our approach, as outlined in the diagram to the left.

Crowe will work collaboratively with you to develop and coordinate all plans, activities, timelines, milestones, deliverables, and provide the communication to all parties.

To integrate all required activities, our certified Project Management Professionals (PMPs) use an industry standard methodology aligned with the Project Management Institute's (PMI) Project Management Body of Knowledge (PMBOK®). This enables us to proactively plan, execute, manage, monitor, and close all project activities with an integrated view of the project scope, schedule, and budgetary and team resources.

Crowe's project management methodology is broken down into five (5) stages. The following table outlines the key activities and tasks in each stage of our project management approach.

Phase Objective	Project Management Tasks	
Initiate Get organized	**Establish:** • Project scope, goals, and key milestones • Risks, issues, and plan to mitigate them • Budget and resource allocation	• Stakeholders, organizational structure, and roles • Project Charter • Communication Plan and templates • Kickoff
Plan Get the details right	**Establish:** • Processes, tools, and standards • Detailed Project Management Plan with all Workstreams	• Detailed Timeline • Success Metrics and KPIs • Control and approve deliverables
Execute Deliver on plan	**Proactively deliver & manage:** • Project tasks and schedule • Guidance and subject matter advising • Milestones and deliverables • Communication & change management	• Scope • Budget and resources • Quality assurance • Corrective actions • Reporting processes
Monitor & Control Stay on track	**Measure & correct:** • Quality • Risk and issues • Scope changes • Schedule • Approval processes	• Performance • Timeline / Schedule • Change resistance • Stakeholder adoption & buy-in
Close Wrap-up	**Finalize:** • Perform quality reviews • Deliver all milestones and deliverables • Close and report final budget • Provide administrative and contractual closure • Measure progress and goal attainment • Team lessons learned	• Deliver final project documentation • Deliverable signoff • Performance reviews • Final presentations • Plan next steps and future phases • Measure progress, goal attainment, final metrics

Allocation of Resources

In this section, we describe our approach to allocating skilled resources to each project. In the **next Section (d)**, we provide an overview of the specific personnel we propose to support you.

As a top nationwide firm, we have deep bench of consultants that specialize in public sector. Crowe has 190 public sector consultants on our nationwide team – each with skillsets and knowledge specific to governmental organizations. The team that delivers our compensation analysis work – our Strategy and Management Advisory practice – includes over 50 individuals, over 20 of whom are project managers and senior project managers experienced in leading public sector assessments and initiatives.

To allocate resources to each project, we focus on the specific activities, deliverables, and timeframes required to deliver an exceptional client experience. We then use sophisticated Centralized Resource Management function and scheduling software to identify team members with the appropriate skills, experiences, and capacity to support the project. We allocate team members to projects with a focus on capabilities and availability to give the project the attention it deserves.

For Statements of Work executed under this contract, Partner Susannah Heitger and Senior Manager Shannon Madden will be directly involved in allocating resources to confirm appropriate staffing by experienced and trained staff.

In addition, as a nationwide accounting, consulting, and technology firm, we have access to financial, benefits, and management subject matter specialists across our firm. We have a "One Crowe" mentality that encourages us to pull in specialists from across the firm to best meet the needs of a client, rather than operating in siloed teams. This means NCTCOG and other public sector entities will benefit from our core project team of public sector specialists ***and*** have access to top specialists across the firm to help address specific subject matter questions or issues that tend to arise during the course of a compensation study.

d. ***Provide details describing lines of authority and responsibility, and how your firm will respond proactively to problems and changes to the Scope of Work.***

Our proposed **Engagement Partner, Susannah Heitger,** will oversee the engagement with NCTCOG and each client Statement of Work executed under this contract. Susannah will serve as a point of escalation as needed and confirm this project is fully resourced with a skilled team and receives the attention it requires. Should there be any issues, concerns, or problems related to this engagement, Susannah will work directly with the client entity and the project team to identify and implement corrective actions as appropriate. Susannah leads our national team of consultants dedicated to public sector strategy and management advisory services. Susannah has direct experience leading numerous compensation assessments, organizational assessments, and organizational change management (OCM) initiatives for public sector clients – including counties, cities, state agencies, and not-for-profit organizations. Susannah is a certified Project Management Professional (PMP) by the Project Management Institute (PMI) and a Certified Change Management Practitioner (CCMP) by Prosci.

As our Partnership Lead focused on promoting this TXShare contract, **Partner Mark Maraccini** will also support client Statements of Work under this contract. In addition to working with our marketing team to promote and educate governmental entities on the advantages of using this contracting vehicle and the services Crowe may provide under the contract, Mark will manage relationships with each client and serve as an additional point of escalation if there are risks, problems, or changes in those clients' Statements of Work.

We will appoint a **Project Manager or Senior Project Manager to serve as the agency's primary, day-to-day point of contact**. Each of our project managers are certified Project Management Professionals (PMP) by the Project Management Institute (PMI).

As noted in **Section (c) above**, we have 20 public sector consulting project managers / senior project managers on our team, each highly skilled in leading government and other public sector assessments and initiatives. Below are two of our candidates to fulfill this role for NCTCOG and other entities that leverage this contract, depending on the timing and exact needs of each engagement:

Shannon Madden, PMP, Senior Project Manager – Shannon serves as senior project manager and subject matter specialist on numerous classification and compensation assessments, including market data aggregation and analysis, internal valuation, the development of classification structures, developing updated pay structures based on internal and external equity analysis, and related classification and compensation services for the public sector. Shannon is a certified PMP and holds a ***Compensation Analyst Credential (CAC)*** from the Economic Research Institute.

Renae Peden, PMP – Renae is a skilled and certified PMP with extensive experience serving governments, educational entities, and not-for-profit organizations, including leading classification and compensation analyses. Renae has demonstrated success managing large projects and analyses on time and within budget, including for organizations similar to NCTCOG, such as the Connecticut Conference of Municipalities and Council of State Governments.

Proposed Engagement Team

Below we outline our key proposed team members and each of their roles and responsibilities.

Name / Title	Roles and Responsibility
Susannah Heitger PMP, CCMP Principal	**Engagement Principal** • Oversee the team, including allocation of appropriate Crowe resources • Manage relationships with NCTCOG, TXShare, and each client entity • Serve as a point of escalation • Mitigate risks/issues and remove project barriers • Oversee quality assurance and quality control
Mark Maraccini CPA Partner	**Partnership Lead** • Support relationships with NCTCOG, TXShare, and each client entity • Promote this TXShare contract and support governmental entities in obtaining Statements of Work that meet their needs
Shannon Madden, CAC, PMP, MPA, MSES Senior Manager *Candidate for Project Manager of Individual SOWs*	**Public Sector Compensation & Classification Subject Matter Specialist** • Serve as subject matter advisor on compensation analysis, including for projects led by other qualified Crowe project managers **Senior Project Manager** (Candidate for Individual SOWs) • Serve as day-to-day point of contact for client engagements • Manage the team, including all Crowe resources and contractors • Develop, execute, and manage project schedules, budgets, assignments, status, and other project management tools • Develop and manage project management tools, including the project charter, schedule, written status reports, status meetings, risk/issue logs, project collaboration site (such as SharePoint), and communications • Plan and manage the project scope, schedule, and budget, including proactive, transparent risk and issue tracking and mitigation • Provide quality control review over analysis and deliverables

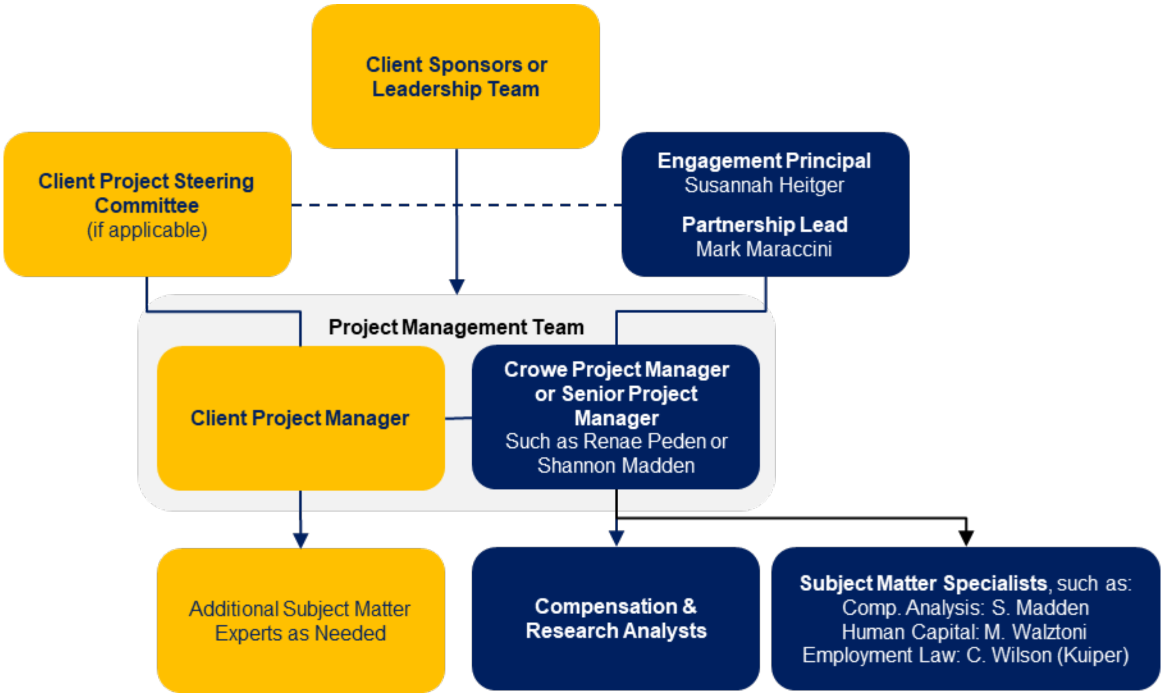
Name / Title	Roles and Responsibility
Renae Peden PMP, MPA Manager *Candidate for Project Manager of Individual SOWs*	**Project Manager** (Candidate for Individual SOWs) • Serve as day-to-day point of contact for client engagements • Manage the team, including all Crowe resources and contractors • Develop, execute, and manage project schedules, budgets, assignments, status, and other project management tools • Develop and manage project management tools, including the project charter, schedule, written status reports, status meetings, risk/issue logs, project collaboration site (such as SharePoint), and communications • Plan and manage the project scope, schedule, and budget, including proactive, transparent risk and issue tracking and mitigation • Provide quality control review over analysis and deliverables
Consultants and Senior Consultants, such as: Monae Evans, MS Hans Callanan, BS Robert Muse-Myers, BS	**Compensation Analysts** (resources allocated per individual SOWs) • Develop tools and execute analysis at the direction of the project manager • Develop draft deliverables • Maintain project documentation library (such as SharePoint) • Assist with project coordination
Mark Walztoni, SPHR SIOP Retired Managing Director at Crowe; Current Advisor	**Human Capital Subject Matter Specialist** • Advise the team on human capital issues and leading practices • Support the development of recommendations and implementation strategies
William "Carl" Wilson ***Kuiper Law Firm***	**Labor and Employment Law Subject Matter Specialist** • Review project information and advise the team on matters of compliance with employment law and regulations, including FLSA • Identify legal and compliance risks and develop recommendations • Oversee support from additional Kuiper resources, such as associate attorneys and paralegals, if required

We have provided resumes of the team above in **Appendix A.** The resumes outline education, years of experience, licenses and certifications, professional affiliations, and other relevant experience.

In the next section, we provide an organizational chart illustrating lines of authority and responsibility. As described above, our appointed Project Manager or Senior Project Manager will manage the project scope, schedule, and budget, proactively identifying potential risks, issues, and mitigation plans throughout the project. We will maintain transparent risk and issue logs, which we include on each weekly Status Report for transparency and collaborative troubleshooting. In addition, Susannah Heitger will serve as a point of escalation as needed to assist in mitigating risks and removing project barriers.

Organizational Chart

Below is an organizational chart to illustrate how we propose to organize the project team.



3. Invoicing

3. Describe your invoicing process. Is payment by credit card accepted? Progress payments? Is a deposit required?

Our centralized billing department and our project manager collaborate to prepare invoices for each client, and invoices are emailed or mailed to clients per our contact terms with you.

Payments are accepted via ACH, wire transfer, and check.

We typically invoice for our services monthly based on progress, although we have the flexibility to develop SOWs that specify invoicing for completed deliverables or milestones. As requested in the RFP, we anticipate negotiating Statements of Work for each customer contract, in which will specify whether services will be invoiced monthly based on progress or upon completion of a contracted deliverable.

We do not require a deposit for our services.

4. Pricing Categories

4. Review the pricing categories identified in Exhibit 1 of this RFP. Are there any category items that you cannot offer, or are there additional optional pricing categories that you wish to offer for consideration?

We have reviewed RFP Exhibit 1 and we are able to deliver services to public sector entities for both categories – Service Category # 1: Consulting Services and Service Category #2: Optional Ancillary Services. Please see **Tab D, Section 2. Our Understanding and Approach** for our specific proposed approach to delivering these services.

As an optional pricing category, we wish to offer access to our on-demand, consulting-as-a-service subscription called Crowe Government Guide. Please see a description of Crowe Government Guide in the **Alternatives Section of Tab A: Capacity to Deliver**.

5. Contact Persons

5. Designate and provide names of specific contact person(s) for the following phases: (1) proposal evaluation process (2) contracting process (3) contract administration (primary point of contact for receiving orders from participating agencies).

For all three phases – (1) Proposal Evaluation Process, (2) contracting process, and (3) contract administration – please contact Susannah or Mark, whose information we have provided below.

Susannah R.K. Heitger, Principal
312.899.5316 | susannah.heitger@crowe.com

Mark Maraccini, Partner
512.823.1378 | mark.maraccini@crowe.com

Tab E: Proposal Pricing

Offerors should furnish a proposal that specifies a pricing model(s) that will apply to all orders placed under this contract. The pricing models(s) can be based on fixed unit pricing or a flat percentage discount across the board. Please provide a current suggested list pricing (rate card) for the services that you intend to provide in your proposal.

Fee Schedule

Our goal in setting fees is simple: to provide long-term, cost-effective pricing for our clients. We are confident that we can work together to achieve an optimized plan and budget for NCTCOG. We understand that specific services, deliverables, and estimated hours will be developed in collaboration with individual client agencies in the development of project-specific Statements of Work.

Fees for professional services will be charged at the hourly rates below.

Consultant Team Member	Hourly Rate
Partner / Principal	$400
Senior Manager / Senior Project Manager	$380
Subject Matter Specialist	$380
Manager / Project Manager	$280
Senior Consultant	$200
Consultant	$170
Employment Law Managing Associate (Kuiper Law Firm)	$350
Employment Law Associate (Kuiper Law Firm)	$250
Employment Law Paralegal (Kuiper Law Firm)	$150

Dependencies

- We will not surprise you with additional fees that have not been agreed to by all parties in advance. If a question results in significant research or additional work or if we are requested to perform a consulting project, such effort is billed separately. We will provide you with an estimate of fees for such services and obtain management approval before proceeding.
- Per the RFP, we assume we will negotiate individual Statements of Work with each client organization pursuant to our Master Services Agreement. We assume that these individual Statements of Work will detail the project scope, activities, deliverables, estimated hours, estimated timeline, fees, and payment basis (such as monthly invoices or invoicing for completed milestones).
- Each client organization will appoint a Project Manager to coordinate and oversee Crowe’s work, including identifying stakeholder availability for meetings, arranging meeting logistics, and overseeing the client’s completion of assigned activities per the project schedule.
- The client’s Project Manager will facilitate internal deliverable reviews and provide consolidated feedback to Crowe within the timeframes established in each Statement of Work and Project Schedule.
- The client will make data, documentation, and subject matter experts available to our team as needed to complete project activities. Client executives and staff will be available to assist in this effort, including by participating in meetings, surveys, information requests, and other appropriate points of engagement to successfully achieve the objectives of the project.

- The client will not send any sensitive information to Crowe via unencrypted solutions. The client will notify Crowe of any information sent that is deemed to be confidential and it will be clearly marked as such.
- Crowe would ask clients to mask Personally Identifiable Information (PII) prior to providing to limit exposure for the parties involved.
- We can perform work in a mix of virtual and onsite environments. We are happy to discuss this directly with client agencies as we tailor a Statement of Work to their individual project needs. We are also able to estimate travel expenses in advance if requested.
- Each phase of a Statement of Work will require formal deliverable signoff to indicate the client's acceptance. The subsequent phase of work will begin after prior phase signoff is complete and signed off.
- The client agrees to make all management decisions, including determining which, if any, recommendations to implement.
- Crowe's deliverables are intended for the client's personnel only.
- Crowe reports directly to the client and not to any third-party vendor.
- We ask clients to pay invoices via check, ACH, or wire transfer.
- We reserve the right to negotiate with TXShare and NCTCOG to a mutually agreeable contract.

Sample Market Basket Form

As requested, we have provided an estimated cost for the hypothetical project described in RFP Exhibit 2: Sample Market Basket Form. Per the RFP and NCTCOG's answers to vendor questions, we have only provided the dollar cost, without additional detail or clarifying scope assumptions. We note that if a similar project description is presented for a formal quote, we would seek clarification about several scenario characteristics to inform our quote. We have provided a good faith estimate of the cost of this scenario based on the information provided in Exhibit 2.

Fees for Additional Services

Professional fees for special projects outside of the agreed-upon scope will be determined based on project factors, such as type of project, subject matter experience required, scope, and resource requirements. Prior to commencing additional services, we will obtain your approval and agreement on the scoping and pricing.

Tab F: References

Include a list of five (5) references for relevant contracts awarded within the last five years, preferably from a government entity. Include entity, point of contact, address, phone number, and email address. NCTCOG may contact references provided regarding the firm's past performance.

We invite NCTCOG to speak to our clients who can attest to our high quality work, knowledge of the public sector, and exceptional client experience. Listed below are five clients for whom we have delivered relevant services within the last five years. Please note that the first four references are for Crowe and the final reference is for Kuiper Law Firm.

Client: Franczek P.C. (on behalf of confidential government client)	
Project Name	Compensation & Classification Assessment and Strategy
Contact Information	David A. Johnson, Partner 300 S Wacker Drive, Chicago, Illinois 60606 312.786.6177 | daj@franczek.com

Client: City of Bloomington, Indiana	
Project Name	Compensation & Classification Analysis & Strategy Development
Contact Information	Emily Pierson, Interim Director of Human Resources 401 N. Morton Street, Bloomington, Indiana 47404 812.349.3541 | piersone@bloomington.in.gov

Client: California State Auditor's Office	
Project Name	Total Compensation Analysis
Contact Information	John Baier, Assistant State Auditor 621 Capitol Mall, Ste.1200, Sacramento, California 95814 916.445.0255 | JohnB@auditor.ca.gov

Client: Houston Advanced Research Center	
Project Name	Project Management Services
Contact Information	Scott W. Gall, Business Administration Manager 8801 Gosling Road, The Woodlands, Texas 77381 281.364.6014 | sgall@harcresearch.org

Client: Juniper Capital (reference for Kuiper Law Firm)	
Project Name	Legal Counsel
Contact Information	Tim Gray, General Counsel 2727 Allen Parkway, Suite 1850, Houston, Texas 77019 713.335.4715 | tgrey@juncap.com

Tab G: Required Attachments

We have provided the required Attachments (I – XI) and Exhibit (1 – 3) on the following pages.

Due to varying file types, these pages will not be reflected on our Table of Contents.

ATTACHMENT I:
INSTRUCTIONS FOR PROPOSALS COMPLIANCE AND SUBMITTAL

<u>REQUIRED ATTACHMENT CHECKLIST</u>

This checklist is provided as a courtesy to responding firms. Please utilize this checklist to ensure that all required attachments are included with your proposal. IF AN ATTACHMENT DOES NOT APPLY, PLEASE MARK AS "**<u>NOT APPLICABLE</u>**" AND SUBMIT WITH THE PROPOSAL. FAILURE TO SUBMIT **<u>ALL REQUIRED DOCUMENTS</u>** MAY NEGATIVELY IMPACT YOUR EVALUATION SCORE.

- [x] Cover Sheet
- [x] Proposal Narrative (providing all information required by, and labeled as, TABS A-F)
- [x] Exhibit 1: Description of Desired Service Categories for Proposed Pricing
- [x] Exhibit 2: Sample Market Basket Form
- [x] Exhibit 3: Service Area Designation Forms
- [x] Attachment I: Instructions for Proposals Compliance and Submittal
- [x] Attachment II: Certification of Offeror
- [x] Attachment III: Certification Regarding Debarment
- [x] Attachment IV: Restrictions on Lobbying
- [x] Attachment V: Drug-Free Workplace Certification
- [x] Attachment VI: Certification Regarding Disclosure of Conflict of Interest
- [x] Attachment VII: Certification of Fair Business Practices
- [x] Attachment VIII: Certification of Good Standing Texas Corporate Franchise Tax Certification
- [x] Attachment IX: Historically Underutilized Businesses, Minority Or Women-Owned Or Disadvantaged Business Enterprises
- [x] Attachment X: Federal and State of Texas Required Procurement Provisions
- [x] Attachment XI: Conflict of Interest Questionnaire

Compliance with the Solicitation

Submissions must be in strict compliance with this solicitation. Failure to comply with all provisions of the solicitation may result in disqualification. Offeror recognizes that all proposals must be submitted electronically through PublicPurchase.com by the RFP due date and time. All other forms of submissions will be deemed nonresponsive and will not be opened or considered.

Acknowledgment of Insurance Requirements

By signing its submission, Offeror acknowledges that it has read and understands the insurance requirements for the submission. Offeror also understands that the evidence of required insurance may be requested to be submitted within ten (10) working days following notification of its offer being accepted; otherwise, NCTCOG may rescind its acceptance of the Offeror's proposals. The insurance requirements are outlined in Section 6.4.

Crowe LLP
Name of Organization/Contractor

Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT II:
CERTIFICATIONS OF OFFEROR

I hereby certify that the information contained in this proposal and any attachments is true and correct and may be viewed as an accurate representation of proposed services to be provided by this organization. I certify that no employee, board member, or agent of the North Central Texas Council of Governments has assisted in the preparation of this proposal. I agree that failure to submit all requested information may result in rejection of this proposal as non-responsive. I acknowledge that I have read and understand the requirements and provisions of the solicitation and that the organization will comply with the regulations and other applicable local, state, and federal regulations and directives in the implementation of this contract.

I also certify that I have read and understood all sections of this solicitation and will comply with all the terms and conditions as stated; and furthermore that I, Susannah R.K Heitger (typed or printed name) certify that I am the Principal (title) of the corporation, partnership, or sole proprietorship, or other eligible entity named as offeror and offeror herein and that I am legally authorized to sign this offer and to submit it to the North Central Texas Council of Governments, on behalf of said offeror by authority of its governing body.

Crowe LLP
Name of Organization/Contractor

S R K H
Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT III:
CERTIFICATION REGARDING DEBARMENT, SUSPENSION AND OTHER RESPONSIBILITY MATTERS

This certification is required by the Federal Regulations Implementing Executive Order 12549, Debarment and Suspension, 45 CFR Part 93, Government-wide Debarment and Suspension, for the Department of Agriculture (7 CFR Part 3017), Department of Labor (29 CFR Part 98), Department of Education (34 CFR Parts 85, 668, 682), Department of Health and Human Services (45 CFR Part 76).

The undersigned certifies, to the best of his or her knowledge and belief, that both it and its principals:

1. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency;

2. Have not within a three-year period preceding this contract been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State, or Local) transaction or contract under a public transaction, violation of federal or State antitrust statues or commission of embezzlement, theft, forgery, bribery, falsification, or destruction of records, making false Proposals, or receiving stolen property;

3. Are not presently indicated for or otherwise criminally or civilly charged by a government entity with commission of any of the offense enumerated in Paragraph (2) of this certification; and,

4. Have not within a three-year period preceding this contract had one or more public transactions terminated for cause or default.

Where the prospective recipient of federal assistance funds is unable to certify to any of the qualifications in this certification, such prospective recipient shall attach an explanation to this certification form.

Crowe LLP
Name of Organization/Contractor(s):

Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT IV:
RESTRICTIONS ON LOBBYING

Section 319 of Public Law 101-121 prohibits recipients of federal contracts, grants, and loans exceeding $100,000 at any tier under a federal contract from using appropriated funds for lobbying the Executive or Legislative Branches of the federal government in connection with a specific contract, grant, or loan. Section 319 also requires each person who requests or receives a federal contract or grant in excess of $100,000 to disclose lobbying.

No appropriated funds may be expended by the recipient of a federal contract, loan, or cooperative agreement to pay any person for influencing or attempting to influence an officer or employee of any federal executive department or agency as well as any independent regulatory commission or government corporation, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any of the following covered federal actions: the awarding of any federal contract, the making of any federal grant, the making of any federal loan the entering into of any cooperative agreement and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.

As a recipient of a federal grant exceeding $100,000, NCTCOG requires its subcontractors of that grant to file a certification, set forth in Appendix B.1, that neither the agency nor its employees have made, or will make, any payment prohibited by the preceding paragraph.

Subcontractors are also required to file with NCTCOG a disclosure form, set forth in Appendix B.2, if the subcontractor or its employees have made or have agreed to make any payment using nonappropriated funds (to include profits from any federal action), which would be prohibited if paid for with appropriated funds.

(Attachment continued on next page)

LOBBYING CERTIFICATION
FOR CONTRACTS, GRANTS, LOANS, AND COOPERATIVE AGREEMENTS

The undersigned certifies, to the best of his or her knowledge or belief, that:

1. No federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an officer or employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal loan, the entering into of any cooperative Contract, and the extension, continuation, renewal, amendment, or modification or any federal contract, grant, loan, or cooperative contract; and

2. If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with this federal contract, grant, loan, and or cooperative contract, the undersigned shall complete and submit Standard Form – LLL, "Disclosure Form to Report Lobbying", in accordance with the instructions.

3. The undersigned shall require that the language of this certification be included in the award documents for all sub-awards at all tiers and that all sub-recipients shall certify accordingly.

Crowe LLP
Name of Organization/Contractor

Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT V:
DRUG-FREE WORKPLACE CERTIFICATION

The Crowe LLP (company name) will provide a Drug Free Work Place in compliance with the Drug Free Work Place Act of 1988. The unlawful manufacture, distribution, dispensing, possession or use of a controlled substance is prohibited on the premises of the Crowe LLP (company name) or any of its facilities. Any employee who violates this prohibition will be subject to disciplinary action up to and including termination. All employees, as a condition of employment, will comply with this policy.

CERTIFICATION REGARDING DRUG-FREE WORKPLACE

This certification is required by the Federal Regulations Implementing Sections 5151-5160 of the Drug-Free Workplace Act, 41 U.S.C. 701, for the Department of Agriculture (7 CFR Part 3017), Department of Labor (29 CFR Part 98), Department of Education (34 CFR Parts 85, 668 and 682), Department of Health and Human Services (45 CFR Part 76).

The undersigned subcontractor certifies it will provide a drug-free workplace by:

Publishing a policy Proposal notifying employees that the unlawful manufacture, distribution, dispensing, possession or use of a controlled substance is prohibited in the workplace and specifying the consequences of any such action by an employee;

Establishing an ongoing drug-free awareness program to inform employees of the dangers of drug abuse in the workplace, the subcontractor's policy of maintaining a drug-free workplace, the availability of counseling, rehabilitation and employee assistance programs, and the penalties that may be imposed on employees for drug violations in the workplace;

Providing each employee with a copy of the subcontractor's policy Proposal;

Notifying the employees in the subcontractor's policy Proposal that as a condition of employment under this subcontract, employees shall abide by the terms of the policy Proposal and notifying the subcontractor in writing within five days after any conviction for a violation by the employee of a criminal drug abuse statue in the workplace;

Notifying the Board within ten (10) days of the subcontractor's receipt of a notice of a conviction of any employee; and,

Taking appropriate personnel action against an employee convicted of violating a criminal drug statue or requires such employee to participate in a drug abuse assistance or rehabilitation program.

Crowe LLP
Name of Organization/Contractor

Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT VI:
CERTIFICATION REGARDING DISCLOSURE OF CONFLICT OF INTEREST

The undersigned certifies that, to the best of his or her knowledge or belief, that:

"No employee of the contractor, no member of the contractor's governing board or body, and no person who exercises any functions or responsibilities in the review or approval of the undertaking or carrying out of this contract shall participate in any decision relating to this contract which affects his/her personal pecuniary interest.

Executives and employees of contractor shall be particularly aware of the varying degrees of influence that can be exerted by personal friends and associates and, in administering the contract, shall exercise due diligence to avoid situations which give rise to an assertion that favorable treatment is being granted to friends and associates. When it is in the public interest for the contractor to conduct business with a friend or associate of an executive or employee of the contractor, an elected official in the area or a member of the North Central Texas Council of Governments, a permanent record of the transaction shall be retained.

Any executive or employee of the contractor, an elected official in the area or a member of the NCTCOG, shall not solicit or accept money or any other consideration from a third person, for the performance of an act reimbursed in whole or part by contractor or Department. Supplies, tools, materials, equipment or services purchased with contract funds shall be used solely for purposes allowed under this contract. No member of the NCTCOG shall cast a vote on the provision of services by that member (or any organization which that member represents) or vote on any matter which would provide a direct or indirect financial benefit to the member or any business or organization which the member directly represents".

No officer, employee or paid consultant of the contractor is a member of the NCTCOG.

No officer, manager or paid consultant of the contractor is married to a member of the NCTCOG.

No member of NCTCOG directly owns, controls or has interest in the contractor.

The contractor has disclosed any interest, fact, or circumstance that does or may present a potential conflict of interest.

No member of the NCTCOG receives compensation from the contractor for lobbying activities as defined in Chapter 305 of the Texas Government Code.

Should the contractor fail to abide by the foregoing covenants and affirmations regarding conflict of interest, the contractor shall not be entitled to the recovery of any costs or expenses incurred in relation to the contract and shall immediately refund to the North Central Texas Council of Governments any fees or expenses that may have been paid under this contract and shall further be liable for any other costs incurred or damages sustained by the NCTCOG as it relates to this contract.

Crowe LLP
Name of Organization/Contractor

Signature of Authorized Representative:

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT VII:
CERTIFICATION OF FAIR BUSINESS PRACTICES

That the submitter has not been found guilty of unfair business practices in a judicial or state agency administrative proceeding during the preceding year. The submitter further affirms that no officer of the submitter has served as an officer of any company found guilty of unfair business practices in a judicial or state agency administrative during the preceding year.

Crowe LLP
Name of Organization/Contractor

Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT VIII:
CERTIFICATION OF GOOD STANDING
TEXAS CORPORATE FRANCHISE TAX CERTIFICATION

Pursuant to Article 2.45, Texas Business Corporation Act, state agencies may not contract with for profit corporations that are delinquent in making state franchise tax payments. The following certification that the corporation entering into this offer is current in its franchise taxes must be signed by the individual authorized on Form 2031, Corporate Board of Directors Resolution, to sign the contract for the corporation.

The undersigned authorized representative of the corporation making the offer herein certified that the following indicated Proposal is true and correct and that the undersigned understands that making a false Proposal is a material breach of contract and is grounds for contract cancellation.

Indicate the certification that applies to your corporation:

___✔___ The Corporation is a for-profit corporation and certifies that it is not delinquent in its franchise tax payments to the State of Texas.

_______ The Corporation is a non-profit corporation or is otherwise not subject to payment of franchise taxes to the State of Texas.

Type of Business (if not corporation):

☐ Sole Proprietor

☐ Partnership

☑ Other Limited Liability Partnership

Pursuant to Article 2.45, Texas Business Corporation Act, the North Central Texas Council of Governments reserves the right to request information regarding state franchise tax payments.

Crowe LLP
Name of Organization/Contractor

Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

ATTACHMENT IX:
HISTORICALLY UNDERUTILIZED BUSINESSES, MINORITY OR WOMEN-OWNED OR DISADVANTAGED BUSINESS ENTERPRISES

Historically Underutilized Businesses (HUBs), minority or women-owned or disadvantaged businesses enterprises (M/W/DBE) are encouraged to participate in the solicitation process. Representatives from HUB vendors should identify themselves and submit a copy of their certification.

NCTCOG recognizes the certifications of both the State of Texas Program and the North Central Texas Regional Certification Agency. Companies seeking information concerning HUB certification are urged to contact:

State of Texas HUB Program
Texas Comptroller of Public Accounts
Lyndon B. Johnson State Office Building
111 East 17th Street
Austin, Texas 78774
(512) 463-6958
http://www.window.state.tx.us/procurement/prog/hub/

Local businesses seeking M/W/DBE certification should contact:

North Central Texas Regional Certification Agency
624 Six Flags Drive, Suite 100
Arlington, TX 76011
(817) 640-0606
http://www.nctrca.org/certification.html

Submitter must include a copy of its minority certification documentation as part of this solicitation.
If your company is already certified, attach a copy of your certification to this form and return with your proposal.

Indicate all that apply:

______Minority-Owned Business Enterprise

______Women-Owned Business Enterprise

______Disadvantaged Business Enterprise

Not Applicable

Crowe LLP is not a HUB or M/W/DBE.

ATTEST TO Attachments of Certification:

____
Authorized Signature

____________________________ ______________________________
Typed Name Date

Subscribed and sworn to before me this _______day of ________________ (month), 20__ in

______________________ (city), ____________ (county), ___________ (state).

________________________________ **SEAL**

Notary Public in and for ________________________ (County),

State of _________________ Commission expires: ________

ATTACHMENT X
NCTCOG FEDERAL AND STATE OF TEXAS REQUIRED PROCUREMENT PROVISIONS

Note: The following provisions are mandated by Federal and/or State of Texas law. Failure to certify the following will result in disqualification of consideration for contract. Entities or agencies that are not able to comply with the following statements will be ineligible for consideration of contract award.

(Attachment continued on next page)

PROHIBITED TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT CERTIFICATION

This Contract is subject to the Public Law 115-232, Section 889, and 2 Code of Federal Regulations (CFR) Part 200, including §200.216 and §200.471, for prohibition on certain telecommunications and video surveillance or equipment. Public Law 115-232, Section 889, identifies that restricted telecommunications and video surveillance equipment or services (e.g., phones, internet, video surveillance, cloud servers) include the following:

A) Telecommunications equipment that is produced by Huawei Technologies Company or ZTE Corporation (or any subsidiary or affiliates of such entities).
B) Video surveillance and telecommunications equipment produced by Hytera Communications Corporations, Hangzhou Hikvision Digital Technology Company, or Dahua Technology Company (or any subsidiary or affiliates of such entities).
C) Telecommunications or video surveillance services used by such entities or using such equipment.
D) Telecommunications or video surveillance equipment or services produced or provided by an entity that the Secretary of Defense, Director of the National Intelligence, or the Director of the Federal Bureau of Investigation reasonably believes to be an entity owned or controlled by the government of a covered foreign country. The entity identified below, through its authorized representative, hereby certifies that no funds under this Contract will be obligated or expended to procure or obtain telecommunication or video surveillance services or equipment or systems that use covered telecommunications equipment or services as a substantial or essential component of any system, or as a critical technology as part of any system prohibited by 2 CFR §200.216 and §200.471, or applicable provisions in Public Law 115-232 Section 889.

☑ **The Contractor or Subrecipient hereby certifies that it does comply with the requirements of 2 CFR §200.216 and §200.471, or applicable regulations in Public Law 115-232 Section 889.**

Crowe LLP
Name of Organization/Contractor

[signature]
Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date:

-OR-

☐ **The Contractor or Subrecipient hereby certifies that it cannot comply with the requirements of 2 CFR §200.216 and §200.471, or applicable regulations in Public Law 115-232 Section 889.**

____
Name of Organization/Contractor

____
Signature of Authorized Representative

____
Printed/Typed Name and Title of Authorized Representative

____
Date

(Attachment continued on next page)

DISCRIMINATION AGAINST FIREARMS ENTITIES OR FIREARMS TRADE ASSOCIATIONS

This contract is subject to the Texas Local Government Code chapter 2274, Subtitle F, Title 10, prohibiting contracts with companies who discriminate against firearm and ammunition industries.
TLGC chapter 2274, Subtitle F, Title 10, identifies that "discrimination against a firearm entity or firearm trade association" includes the following:

A) means, with respect to the entity or association, to:
   I. refuse to engage in the trade of any goods or services with the entity or association based solely on its status as a firearm entity or firearm trade association; and
   II. refrain from continuing an existing business relationship with the entity or association based solely on its status as a firearm entity or firearm trade association; or
   III. terminate an existing business relationship with the entity or association based solely on its status as a firearm entity or firearm trade association.

B) An exception to this provision excludes the following:
   I. contracts with a sole-source provider; or
   II. the government entity does not receive bids from companies who can provide written verification.

The entity identified below, through its authorized representative, hereby certifies that they have no practice, policy, guidance, or directive that discriminates against a firearm entity or firearm trade association; and that they will not discriminate during the term of the contract against a firearm entity or firearm trade association as prohibited by Chapter 2274, Subtitle F, Title 10 of the Texas Local Government Code.

☑ **The Contractor or Subrecipient hereby certifies that it does comply with the requirements of Chapter 2274, Subtitle F, Title 10.**

Name of Organization/Contractor Crowe LLP

____
Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

-OR-

☐ **The Contractor or Subrecipient hereby certifies that it cannot comply with the requirements of Chapter 2274, Subtitle F, Title 10.**

____
Name of Organization/Contractor

____
Signature of Authorized Representative

____
Printed/Typed Name and Title of Authorized Representative

____
Date

(Attachment continued on next page)

(Attachment X: Cont.)

BOYCOTTING OF CERTAIN ENERGY COMPANIES

This contract is subject to the Texas Local Government Code chapter 809, Subtitle A, Title 8, prohibiting contracts with companies who boycott certain energy companies.

TLGC chapter Code chapter 809, Subtitle A, Title 8, identifies that "boycott energy company" means, without an ordinary business purpose, refusing to deal with, terminating business activities with, or otherwise taking any action that is intended to penalize, inflict economic harm on, or limit commercial relations with a company because the company:

I. engages in the exploration, production, utilization, transportation, sale, or manufacturing of fossil fuel-based energy and does not commit or pledge to meet environmental standards beyond applicable federal and state law; and
II. does business with a company described by paragraph (I).

The entity identified below, through its authorized representative, hereby certifies that they do not boycott energy companies, and that they will not boycott energy companies during the term of the contract as prohibited by Chapter 809, Subtitle A, Title 8 of the Texas Local Government Code.

☑ **The Contractor or Subrecipient hereby certifies that it does comply with the requirements of Chapter 809, Subtitle A, Title 8.**

Crowe LLP
Name of Organization/Contractor

[signature]
Signature of Authorized Representative

Susannah R.K. Heitger, Principal
Printed/Typed Name and Title of Authorized Representative

1/11/2024
Date

-OR-

☐ **The Contractor or Subrecipient hereby certifies that it cannot comply with the requirements of Chapter 809, Subtitle A, Title 8.**

____
Name of Organization/Contractor

____
Signature of Authorized Representative

____
Printed/Typed Name and Title of Authorized Representative

____
Date

CONFLICT OF INTEREST QUESTIONNAIRE

FORM CIQ

For vendor doing business with local governmental entity

This questionnaire reflects changes made to the law by H.B. 23, 84th Leg., Regular Session.

This questionnaire is being filed in accordance with Chapter 176, Local Government Code, by a vendor who has a business relationship as defined by Section 176.001(1-a) with a local governmental entity and the vendor meets requirements under Section 176.006(a).

By law this questionnaire must be filed with the records administrator of the local governmental entity not later than the 7th business day after the date the vendor becomes aware of facts that require the statement to be filed. *See* Section 176.006(a-1), Local Government Code.

A vendor commits an offense if the vendor knowingly violates Section 176.006, Local Government Code. An offense under this section is a misdemeanor.

OFFICE USE ONLY

Date Received

1 **Name of vendor who has a business relationship with local governmental entity.**

Crowe LLP

2 ☐ **Check this box if you are filing an update to a previously filed questionnaire.** (The law requires that you file an updated completed questionnaire with the appropriate filing authority not later than the 7th business day after the date on which you became aware that the originally filed questionnaire was incomplete or inaccurate.)

3 **Name of local government officer about whom the information is being disclosed.**

Not Applicable

Name of Officer

4 **Describe each employment or other business relationship with the local government officer, or a family member of the officer, as described by Section 176.003(a)(2)(A). Also describe any family relationship with the local government officer. Complete subparts A and B for each employment or business relationship described. Attach additional pages to this Form CIQ as necessary.**

A. Is the local government officer or a family member of the officer receiving or likely to receive taxable income, other than investment income, from the vendor?

☐ Yes ☐ No

B. Is the vendor receiving or likely to receive taxable income, other than investment income, from or at the direction of the local government officer or a family member of the officer AND the taxable income is not received from the local governmental entity?

☐ Yes ☐ No

5 **Describe each employment or business relationship that the vendor named in Section 1 maintains with a corporation or other business entity with respect to which the local government officer serves as an officer or director, or holds an ownership interest of one percent or more.**

6 ☐ Check this box if the vendor has given the local government officer or a family member of the officer one or more gifts as described in Section 176.003(a)(2)(B), excluding gifts described in Section 176.003(a-1).

7

Signature of vendor doing business with the governmental entity

1/11/2024

Date

EXHIBIT 1
DESCRIPTION OF DESIRED SERVICE CATEGORIES FOR PROPOSED PRICING

Offerors should furnish a proposal that contains pricing for the services they wish to offer, choosing from the list below. Offerors are not required to provide the entirety of services.

Service Category #1: Consulting Services.

Please provide a descriptive list of the various types of consulting services necessary to perform the typical compensation study as described in Section 4 along with their hourly rates. These are the services and rates that your firm would use to calculate a lump sum project cost with a client. Attach a separate page labeled "Service Category #1") with the descriptive list and the applicable hourly rates.

Service Category #2: Optional Ancillary Services.

% 0__________discount off your rate card. (Note: Please provide a descriptive list of the additional optional services you would like to offer. These are services that would not be ordinarily included in a compensation study project. Attach a separate page with a descriptive list labeled "Service Category #2")

Service Category #1

Fees for professional services will be charged at the hourly rates below.

Consulting Services, including compensation analysis, deliverable creation, project management, advisory services, reporting and presentations, and related consulting services, to be charged by Resource Level	Hourly Rate
Partner / Principal	$400
Senior Manager / Senior Project Manager	$380
Subject Matter Specialist	$380
Manager / Project Manager	$280
Senior Consultant	$200
Consultant	$170
Employment Law Managing Associate (Kuiper Law Firm)	$350
Employment Law Associate (Kuiper Law Firm)	$250
Employment Law Paralegal (Kuiper Law Firm)	$150

Service Category #2

We have proposed optional services within Tab D of our proposal as well as those described in the Alternatives Section of Tab A. Fees for those services will be charged at the same hourly rates as those in Service Category #1 on the preceding page. For clarity, those hourly rates are duplicated below.

Should a client entity wish to leverage Alternative 2 for Flexible, On-demand, Consulting-as-a-Service Subscription, we will tailor the menu of services and corresponding fee structure to the services and appropriate average staffing level. That plan will be tailored to each client and will be based on the same hourly rates as those in Service Category #1 on the preceding page. For clarity, those hourly rates are duplicated below.

Consulting Services by Resource Level	Hourly Rate
Partner / Principal	$400
Senior Manager / Senior Project Manager	$380
Subject Matter Specialist	$380
Manager / Project Manager	$280
Senior Consultant	$200
Consultant	$170
Employment Law Managing Associate (Kuiper Law Firm)	$350
Employment Law Associate (Kuiper Law Firm)	$250
Employment Law Paralegal (Kuiper Law Firm)	$150

EXHIBIT 2
SAMPLE MARKET BASKET FORM

This form will be used for **evaluation purposes only.** It is hypothetical in nature and in no way relates to a project that will be awarded by any particular Customer. Its purpose is an exercise to get a cost estimate from proposing firms for a project of similar nature.

Please use the information below to complete this section. The following specifications are derived from a hypothetical entity. The offeror should use the information below and the category pricing proposed to establish an approximate project cost for evaluation purposes.

Hypothetical Project Cost $ 176,680 **(lump sum)**

Proposal for Hypothetical Compensation Study for the City of Whoville, USA

Background

Current Compensation Structure: The city currently has three separate and distinct pay structures: General Government, Police, and Fire. Each structure is made up of a hierarchical series of pay grades that have a minimum, a midpoint, and a maximum. The midpoint should reflect approximately the 50th percentile based on market data collected during the annual salary survey process.

Salary Survey: The City of Whoville last completed an annual survey in 2017-2018 and there has been no annual evaluation of salaries since that time. As a result, the City did not adjust minimums, midpoints, and maximums of pay ranges within the pay plans in 2021. This compensation study will reset the annual survey process to ensure our pay plan is competitive, based upon external market rates. The last survey was sent to approximately 100 comparable cities, counties, and private industries in the region with a return rate of approximately 30%. The last survey included 80 to 100 of our 300+ job classes (benchmarks), as well as all Police and Fire ranks. The survey asked for base salary and requested basic information regarding employee benefits. Base salary data is averaged (minimums, maximums, and actual averages) and benefits data was reported separately.

Current Needs: In June 2020, the City of Whoville recreated the Human Resources Department. With this transition and the impact of the pandemic, we need to reassess our current compensations procedures to ensure our job descriptions are compliant with Fair Labor Standards Act (FLSA) regulations, Equal Employment Opportunity (EEO) Class Codes, and encompasses the full needs of the position.

In our recent internal salary analysis process, we report base salary, but do not have an accurate method to account for other factors that affect total compensation, such as supplemental pay, cost of living, respondent organization size, benefits presented as part of compensation, etc. We would like this study to capture total compensation, including benefits. The City needs to assess compression issues for Police and Fire promotional rank positions. Additionally, the City of Whoville needs to determine the recruiting effectiveness of current entry level Police and Fire pay structures. We are also looking at possible ways to improve our Police and Fire rank structure. We also have some unintended compression in the mid-ranks as a result of a comprehensive compensation study that was conducted from 2008 - 2010. With the establishment of the new Human Resources department, we need to ensure robust communication of the methodology of this study, explanation of the cost of the implementation, and full transparency of the process.

The City of Whoville seeks a proposal to provide a review of the Total Compensation (compensation and benefits) for identified regular, full-time positions, to include all uniformed positions (estimate 50 uniformed job titles) and specified general government (estimate between 120-150 benchmark job descriptions) and recommend possible wage adjustments that align with the City’s compensation philosophy – to be an employer of choice. The successful proposal will develop a comprehensive analysis on the comparison of the City of Whoville's compensation plan to other like sized municipalities and private organizations. This analysis and any subsequent recommended adjustments should include the "base pay" as one part of the analysis and the "total compensation package" (including base pay, health coverage, retirement/deferred compensation plan, longevity pay, life insurance, various types of leave, and all other supplemental types of income) as another part of the analysis/study. The intent of this analysis and documentation is to determine whether or not the City is competitive in terms of base pay and in terms of our "total compensation package." The consultant will review the identified job classification descriptions and compensation plan and determine the needs (if any) for modifications, which would assure internal equity and external competitiveness/retention. The consultant will provide a work plan and timetable with their proposal. The compensation analysis will include both internal and external equity measurements. The nature of the market comparison should include both public and private entities. Compensation data should be normed for cost-of-living variances. The study will examine the City of Whoville's current classification plan, compensation practices (pay structure, salary ranges, range spreads, and midpoint progressions), and review and update specified job descriptions (approximately 160 -200 job titles) to ensure accuracy and continuity across each of the job classes. This total compensation study shall consist of an analysis of the City's job descriptions, compliance with the Fair Labor Standards Act (FLSA) exemption status requirements, the Equal Employment Opportunity (EEO) Occupational Group designations, recommendations for improving pay structures, analysis of compression issues within job classes, assessment of current job classes and recommendations for modifications. If the classification's current FLSA exemption status by the City is determined to be in error, the consultant will recommend/propose changes, and then develop a Classification table based upon the Position Description Questionnaires and the FLSA questionnaires. This analysis will also include verification of the Equal Employment Opportunity (EEO) classification code for each position. Should the consultant find errors, recommended codes should be provided to correct the error. The development of a salary structure supported by the survey data is expected to distribute the uniform positions across multiple salary grades to minimize the amount of impact that will occur as positions are placed in new salary grades. The analysis will include a specific plan for reducing compression of uniformed positions. The successful proposer will be expected to provide training for select staff on the methodology used to create the classification and compensation structure and classification assignments so that it may be properly maintained, as new positions are added, and existing positions are modified in the future. It is expected that the selected firm will meet with top City leadership, including Human Resources staff, to discuss compensation/classification system issues and areas of concern at the inception of the project. The city further expects ongoing and open communications between the consultant and HR Department over the course of performing the work and services and throughout each work phase. All products and recommendations must comply with applicable State and Federal laws and enhance the City of Whoville's ability to recruit and retain qualified personnel. It is expected that the successful proposer will prepare a fully documented final report with recommendations including implementation options and costs for each option. This report shall include the steps and strategies necessary for implementing each option, with the objective of minimizing the amount of movement across grade levels for the employees, and to keep the fiscal impact of the recommendations and implementation options to a level that can be managed over time. The successful bidder will meet with City leadership, including Human Resources staff to explain and discuss these recommendations and implementation options, and make formal presentation(s) to the Mayor's Leadership Team, as directed by the Human Resources staff. Additionally, the successful bidder will conduct up to six meetings with affected employees to outline the study methodology and results, and to respond to questions.

Projected Timetable: The work and services are to begin upon execution of Contract with a target or projected completion of 120 calendar days. Completion of the communication plan, to include meetings with Leadership and affected employees shall be completed within an additional 120 calendar days thereafter.

EXHIBIT 3
SERVICE DESIGNATION AREAS

	Texas Service Area Designation or Identification		
Proposing Firm Name:	Crowe LLP		
Notes:	**Indicate in the appropriate box whether you are proposing to service the entire state of Texas**		
	Will service the entire state of Texas	Will not service the entire state of Texas	
	Yes		
	If you are not proposing to service the entire state of Texas, designate on the form below the regions that you are proposing to provide goods and/or services to. By designating a region or regions, you are certifying that you are willing and able to provide the proposed goods and services.		
Item	**Region**	**Metropolitan Statistical Areas**	**Designated Service Area**
1.	North Central Texas	16 counties in the Dallas-Fort Worth Metropolitan area	
2.	High Plains	Amarillo Lubbock	
3.	Northwest	Abilene Wichita Falls	
4.	Upper East	Longview Texarkana, TX-AR Metro Area Tyler	
5.	Southeast	Beaumont-Port Arthur	
6.	Gulf Coast	Houston-The Woodlands-Sugar Land	
7.	Central Texas	College Station-Bryan Killeen-Temple Waco	
8.	Capital Texas	Austin-Round Rock	
9.	Alamo	San Antonio-New Braunfels Victoria	
10.	South Texas	Brownsville-Harlingen Corpus Christi Laredo McAllen-Edinburg-Mission	
11.	West Texas	Midland Odessa San Angelo	
12.	Upper Rio Grande	El Paso	

(Exhibit 3 continued on next page)

(Exhibit 3 continued)

	Nationwide Service Area Designation or Identification Form		
Proposing Firm Name:	Crowe LLP		
Notes:	**Indicate in the appropriate box whether you are proposing to provide service to all Fifty (50) States.**		
	Will service all fifty (50) states	Will not service fifty (50) states	
	Yes		
	If you are not proposing to service to all fifty (50) states, then designate on the form below the states that you will provide service to. By designating a state or states, you are certifying that you are willing and able to provide the proposed goods and services in those states. **If you are only proposing to service a specific region, metropolitan statistical area (MSA), or city in a Ssate, then indicate as such in the appropriate column box.**		

Item	**State**	**Region/MSA/City (write "ALL" if proposing to service entire state)**	**Designated as a Service Area**
1.	Alabama		
2.	Alaska		
3.	Arizona		
4.	Arkansas		
5.	California		
6.	Colorado		
7.	Connecticut		
8.	Delaware		
9.	Florida		
10.	Georgia		
11.	Hawaii		
12.	Idaho		
13.	Illinois		
14.	Indiana		
15.	Iowa		
16.	Kansas		
17.	Kentucky		
18.	Louisiana		
19.	Maine		

20.	Maryland		
21.	Massachusetts		
22.	Michigan		
23.	Minnesota		
24.	Mississippi		
25.	Missouri		
26.	Montana		
27.	Nebraska		
28.	Nevada		
29.	New Hampshire		
30.	New Jersey		
31.	New Mexico		
32.	New York		
33.	North Carolina		
34.	North Dakota		
35.	Ohio		
36.	Oregon		
37.	Oklahoma		
38.	Pennsylvania		
39.	Rhode Island		
40.	South Carolina		
41.	South Dakota		
42.	Tennessee		
43.	Texas		
44.	Utah		
45.	Vermont		
46.	Virginia		
47.	Washington		
48.	West Virginia		
49.	Wisconsin		
50.	Wyoming		

End of Exhibit 3

Appendix A: Resumes

We have provided resumes of key personnel on the following pages.

Susannah R.K. Heitger
PMP, Prosci Change Management Practitioner CCMP
Principal

Susannah.Heitger@crowe.com
www.crowe.com

Profile

Ms. Heitger is a Partner-Principal and government specialist with over 18 years of professional experience working within and consulting to public sector agencies across a variety of business and technology efforts. Ms. Heitger leads the **Public Sector Strategy & Management Advisory practice** and specializes in managing large projects for complex governmental organizations with many public and private sector stakeholders, modernizing government service delivery for constituents, and working with public sector agencies to assess, redesign, and optimize their processes to achieve measurable goals with sound strategy.

Publications and Speaking Engagements

- "As Newly-Elected Officials Transition into Leadership – Where Does That Leave Internal Audit?" – Association of Local Government Auditors (ALGA)
- "Running government from the cloud: Tips for implementation teams" – MSDynamics World
- "Clearing the Hurdles to Effective Decision Making Through Predictive Analytics"
- "Taking a Customer-Centric Approach to Managing and Monitoring Grants"
- "Web 2.0 and Accessibility: How you can (and should) have both"
- "11 Simple Steps for Justice, Public Safety, and Emergency Management Agencies Getting Started with Social Media"
- "Smart Growth Provides a Wiser Approach to Development"
- "Fiscal Accountability for County Jails"

Education & Certifications

- Master of Public Affairs, Economic Development, Public Management –Indiana University O'Neill School of Public and Environmental Affairs
- Bachelor of Science, Public Management – Indiana University O'Neill School
- Prosci Certified Change Management Practitioner (CCMP)
- Project Management Professional (PMP) – Project Management Institute
- Agile Certified Professional (ACP) - Project Management Institute
- Justice Information Exchange Model (JIEM)
- Homeland Security Exercise and Evaluation Program (HSEEP)

Client Focus:

Services:

- Public Sector Consulting – State and Local Government Agencies
- Strategic Planning, IT Roadmap
- Business Analysis, Process Reengineering
- Training Development and Delivery
- Organizational Change Management
- Financial Analysis
- Public Sector Procurement/System Selection Studies/RFP Development
- Case Management Systems
- Microsoft Dynamics CRM / 365 / XRM
- Grants Management

Industries:

- State and Local Government
- Education – K12 and Higher Ed
- Administration/Finance
- Public Sector IT
- Emergency Management/Homeland Security Agencies
- Criminal Justice
- Public Safety
- Law Enforcement and Corrections
- Economic Development & Public-Private Partnerships
- Airports and Transit
- Not-for-Profit
- Ethics Oversight Boards
- Housing
- Public Works/Sewer Management

Partial Client Listing

State of California – Auditor's Office
Total Compensation Analysis

City of Bloomington, Indiana – Department of Human Resources
Classification and Compensation Assessment and Strategy Development

Franczek P.C. on behalf of a Confidential Government Client
Compensation and Classification Assessment and Strategy Development

Confidential Private Foundation
Compensation Analysis

Ohio Public Employees Retirement System, Columbus, OH
Classification Analysis

City of Chicago Department of Business Affairs and Consumer Protection
Public Passenger Vehicle (PPV) Study
www.chicago.gov/content/dam/city/depts/bacp/publicvehicleinfo/publicpassengervehiclestudyreports.pdf

City of Aurora, IL
HR Payroll Process Improvement

Council of State Governments
Payroll Department Assessment and Process Improvements

Chicago Teachers Pension Fund
IT Assessment and Strategy Review

City of Aurora, IL
Various Projects, including CAD/RMS, ERP System Needs Assessment, Procurement Support, Implementation Project Management, IT Reorganization Assessment, Agenda Management Process Improvement, Granicus Agenda Management System Implementation, and Organizational Change Management

City of Birmingham, Alabama
Performance Assessment

City of Columbus, OH
Organizational Change Management and Business Process Reengineering for new ERP system

City of Columbus, OH Treasurer's Office
Treasury Business Process Reengineering and Treasury Management System Implementation

Cook County Department of Corrections
Financial System Process Improvement

Lake County, IL - Department of Public Works
Finance Department Process Assessment / Business Process Improvement

Chicago Public Schools
Various projects including Financial Transformation, Risk Assessment, and Organizational Cost Savings Projects, Organizational Redesign, and FACE2 Department Assessment

Clerk of the Circuit Court of Cook County (IL)
Case Management System Needs Analysis

Connecticut Conference of Municipalities
CRM Technology Assessment and Business Alignment

Cook County, IL
Bureau of Asset Management, Asset Management System Needs Analysis

Cook County, IL Disproportionate Minority in Confinement Committee
Business Process Analysis & Redesign

Indiana Department of Homeland Security
Disaster Housing & Emergency Services Strategic Plan

Indiana Department of Homeland Security
District Level Disaster Housing Plans

Indiana Department of Homeland Security
Fuel Needs Assessment / Strategic Plan

Lake County, IL
Integrated Court Case Management System Review

University of Illinois Urbana-Champaign
Organizational Change Management Framework Development & Training

Mark Maraccini
CPA – Partner

mark.maraccini@crowe.com
www.crowe.com

Profile

Mr. Mark Maraccini is a lead public sector partner at Crowe for business development in the State of Texas. Mark has over 23 years' experience working with public sector clients (State and local governments). Mr. Maraccini spent 22 years working on business development and marketing activities including coordination with clients in the Chicago market up until he moved to Texas in September 2022 as part of a strategic growth initiative for Crowe. Since the move, Mr. Maraccini has been working to grow and expand the Texas market for Crowe's Public Sector practice.

Mr. Maraccini will serve as the lead contact for the ITSAC contract. In conjunction with our dedicated Texas market team, he will lead the marketing efforts across the State of Texas and nationally to promote usage of the ITSAC contracting vehicle. Mr. Maraccini will also facilitate statements of work issued under the ITSAC contract to pull the right people into the solicitation effort and for the proposed project team. Mr. Maraccini has worked with several State of Texas agencies and local governments within Texas including TxDOT, TxDIR, and the City of Fort Worth.

Mr. Maraccini is very active in the Texas market over the past 13 months in which he has lived here and met with over 20 State agencies to promote Crowe and our service offerings. In addition, Mark has worked with numerous Texas organizations on events and coordinating presentations including the Texas Association of State Systems for Computing and Communications, the Texas CPA Society, the Institute of Internal Auditors, the Texas State Agency Business Administrators' Association, and the Texas Association of College and University Auditors. In addition, Mark has been coordinating with TxDIR to provide content to their educational series.

Education

- Bachelor of Arts, Accounting
  - DePaul University | Chicago, Illinois

Client Focus

Services:

- Promoting the Texas Market
- Enterprise Risk Management
- Strategic Risk Assessments
- Internal Audits
- Internal Control Reviews
- Audit Readiness
- Finding Mitigation
- Compliance Audits
- Accounting Assistance
- Performance Audits
- Examinations

Industries:

- Government
- Higher Education
- Not-for-Profit

Publications and Speaking Engagements:

- Institute of Internal Auditors | Speaker,
- Illinois CPA Society | Speaker,
- National Grants Management Association | Speaker
- Association of Local Government Auditors | Speaker

Professional Affiliations:

- Illinois CPA Society
- American Institute of Certified Public Accountants
- National Grants Management Association
- Association of Local Government Auditors (ALGA)
- Institute of Internal Auditors

Shannon Madden
CAC, PMP, MPA, MSES
Senior Manager

Chicago, Illinois
Shannon.Madden@crowe.com
www.crowe.com

Profile

Ms. Madden is a public sector specialist with 15 years of professional experience working for and with governments and not-for-profit organizations. Ms. Madden is a Senior Manager in Crowe's Public Sector Consulting practice with proven experience in project planning and management; public sector analysis and assessments; government procurement and system selection; RFP and requirements development; vendor and contract management; consensus-building and complex stakeholder engagement; organizational assessments and opportunity analysis; technology implementation; budget and financial analysis; operations management; and business process documentaiton, analysis, and improvements.

Thought Leadership

- **Public Sector Compensation Trends.** 2024 Not-for-Profit & Government Summit. January 25, 2024.
- **Technology Modernization:** Focus Areas for Higher Education Administration. Higher Education Roundtable.

Education & Certifications

- **Compensation Analyst Credential (CAC)**, Economic Research Institute (ERI)
- **Project Management Professional (PMP)**, Project Management Institute (PMI)
- **Master of Public Administration**, Indiana University O'Neill School of Public and Environmental Affairs
- **Master of Science**, Indiana University O'Neill School
- **Bachelor of Arts**, International Studies, DePaul University

Client Focus

Services:

- Public Sector Consulting
- Project Management
- Compensation Analysis
- Classification Analysis
- Procurement
- Budgeting and Forecasting
- Technology Implementation
- Process / Procedure Development
- Business Analysis & Reengineering
- Training Development and Delivery
- Workforce Analysis
- Strategic Planning
- Stakeholder Engagement

Industries:

- City, County, & State Government
- Public Sector IT
- Justice and Public Safety
- Education (K-12; State Depts. of Ed.)
- Not-for-Profit Organizations

Community Involvement

- We Will Chicago (City Planning Initiative) – Research Team
- Chicago River Ecology Governance Task Force – Advisory Team
- Chicago Park District – Park 571 Advisory Council Vice President
- SUM – Founding Board Member

Client Listing

City of Bloomington Department of Human Resources – Bloomington, IN
Compensation and Classification Assessment and Strategy Development
Subject Matter Specialist and Project Oversight
Advised the City and project team in assessing and maturing the City's approach to classification and compensation. Facilitated executive workshops to develop a strategy related to workforce classification and compensation. Oversaw development and administration of a Position Description Questionnaire. Guided and oversaw a rigorous analysis of a market benchmarking compensation study. Developed implementation recommendations and considerations.

California State Auditor's Office – Sacramento, CA
Total Compensation Analysis
Subject Matter Specialist and Project Oversight
Served as compensation analysis specialist for a Total Compensation Analysis. Oversaw the team's planning, analysis, and reporting, including oversight of benchmark selection, identification of comparable peer data sources, data collection and analysis, market benchmarking, and summarizing key findings in the Final Compensation Report. Developed recommendations and considerations to assist the client in meeting overall workforce goals.

Confidential Public Sector Client
Compensation and Classification Assessment and Strategy Development
Senior Project Manager
Oversaw a market compensation assessment and internal position valuation for a large municipality, including over 1,100 of its unionized and non-unionized job titles. Led a team to analyze the relative value of each job based on the organization's priority characteristics; recommend updates to job descriptions; develop a modern career path classification structure; assess current pay policies and improvements based on market research; identify benchmark municipalities and nationwide published surveys; analyze benefits compared to peer public sector employers; and use market compensation and benefits to develop recommended pay ranges and a multi-year implementation roadmap.

Confidential Public Sector Client
Compensation Adjustment Implementation Support
Senior Project Manager
Oversee analysis and documentation to assist a large municipality (over 20,000 employees) in implementing adjustments to employee compensation. Crowe provides analysis, calculations, and draft documentation to assist the client in its labor negotiations, governance processes, and implementation.

City of Cleveland, Ohio – Department of Community Development – Cleveland, OH Compensation Analysis
Senior Project Manager
Oversee a market compensation assessment for seven nearly created roles in the City's Department of Community Development. Oversee identification and collection of relevant market data, analysis of market pay information, and develop recommended pay ranges based on market data.

Battery Park City Authority – Department of Human Resources – New York City, NY
Compensation Analysis
Senior Project Manager
Conducted a market compensation assessment for approximately 150 union and non-union positions. Lead a team to identify benchmark titles, peer employers, and relevant survey data. Oversaw collection of relevant data, analysis of market pay information, and application of results to the client workforce. Assessed the client's compensation compared to market compensation.

Ohio Public Employees Retirement System, Columbus, OH
Classification Analysis
Senior Project Manager
Planned and managed analysis of information technology (IT) classifications to determine whether they are in alignment with employees' current responsibilities. Developed and administered a Key Employee Questionnaire and facilitated completion by all relevant incumbent employees. Oversaw analysis of alignment or gaps between employee questionnaires, existing job descriptions, and common industry nomenclature. Provided recommendations to the client to consider reclassifying certain positions.

Houston Advanced Research Center (HARC) – Houston, TX
Project Manager – ERP Implementation
Supported the client through vendor management, change order negotiation, user acceptance testing, and system configuration performed by a third-party ERP software implementation vendor. Provided overall project management, including status reporting, risk and issue tracking and mitigation, and project schedule management. Oversaw development of a training plan and communications plan.

Clerk of the Circuit Court of Cook County – Chicago, IL
Criminal Justice Data Exchange Implementation
Project Manager
Facilitated IT leadership from six elected officials preparing to integrate information systems. Elicited requirements and facilitated governance discussions with an emphasis on consensus-building. Developed project plans, communications, and requirements prioritization matrices. Advised Chief Information Officers of the Circuit Court Clerk, Sheriff, State's Attorney, Public Defender, Chief Judge, and the County Board President on leading practices from other successful data exchange projects.

Civic Consulting Alliance and Confidential Client – Chicago, IL
Creation of Public Safety Oversight Agency
Strategic Planning & Organizational Readiness Consultant
Developed a methodology, procedures, and tools to launch a new police oversight agency, including an innovative quality assurance department for investigations. Facilitated strategic planning with incoming leadership to identify goals and benchmarks. Developed a charter, organizational chart, procedure manual, key performance indicators, dashboard, and go-live plan for the new organization.

District of Columbia Courts Superior Court – Washington, DC
Superior Court Case Management System (CMS) Solicitation and Source Selection
Project Manager
Developed a comprehensive RFP for the Superior Court CMS. Facilitated stakeholder interviews with twelve entities to validate and prioritize functional and technical requirements, scope decisions, and implementation priorities. Developed source selection evaluation framework and tools, trained executive-level evaluation committee members, and advised the evaluation committee.

District of Columbia Courts Court of Appeals – Washington, DC
Court of Appeals CMS Solicitation and Source Selection
Senior Project Manager
Facilitated stakeholder interviews with judges, clerks, information technology, budget and finance, and other departments to validate and prioritize functional and technical. Completed market analysis and developed source selection evaluation framework and tools. Advised and facilitated the evaluation committee's review of vendor proposals, vendor demonstrations, and a structured selection process.

Franklin County Clerk of Courts – Columbus, OH
CMS Procurement & Implementation
Project Manager and PMO Lead
Established Project Management Office (PMO) governance, plans, tools, templates, and processes for the selection and implementation of a court CMS. Managed stakeholders across eight entities. Developed project schedules, risk logs, budgets, staffing requirements, and project management plans. Developed training materials and facilitated training for 50+ evaluators. Facilitated and advised the County throughout negotiations with multiple software and professional service vendors.

Lake County Administrator – Waukegan, IL
Integrated CMS RFP Development
Project Manager
Assessed and validated existing requirements and develop an improved RFP to incorporate the requirements of seven stakeholder entities. Estimated total cost of ownership for the new system. Facilitated discussion among stakeholders from multiple elected officials and county administrators.

City of Chicago – Procurement Reform Task Force – Chicago, IL
Procurement Business Process Review (BPR)
Senior Project Manager
Led a team to document and analyze current state procurement processes, identify improvements, and design future state processes. Developed a strategic roadmap to assist stakeholders in moving from independent, siloed operations to a shared, streamlined, and effective future state. Facilitated sessions with IT and Procurement executives from the City of Chicago, Chicago Park District, Chicago Housing Authority, Chicago Public Schools, Chicago Transit Authority, City Colleges of Chicago, and the Public Building Commission of Chicago.

City of Chicago – Department of Procurement Services – Chicago, IL
Procurement Policy and Procedure Review
Senior Project Manager
Oversaw the analysis of current procurement processes and led the design and creation of improved future state processes. Facilitated cross-disciplinary workshops with subject matter experts to identify improvement opportunities and validate the validity of future state processes.

City of Chicago – Department of Business Affairs and Consumer Protection – Chicago, IL
Public Passenger Vehicle (PPV) Study
Senior Project Manager
Oversaw project management, stakeholder facilitation, and communications, and all research and analysis related to licensed taxicabs, rideshare companies, and livery in Chicago. Interviewed key stakeholders, including City leaders, industry unions, and advocacy groups. Developed a public survey and oversaw detailed analysis of 7,000+ responses. Researched policies and data from comparable cities. Oversaw technical analysis of driver earnings, expenses, safety, health, and other conditions; impacts on passengers; and effects on the Chicago economy. Identified areas for improvement in the PPV industry, including strategic, legislative, and policy recommendations to advance the City's goals for transportation equity and accessibility. The final report is available online here:
www.chicago.gov/content/dam/city/depts/bacp/publicvehicleinfo/publicpassengervehiclestudyreports.pdf

Chicago Public Schools – Chicago, IL
Strategic Project Management Office (PMO) – Budget Stabilization and Revenue Enhancement
Project Manager
Led stakeholders and analysis for multiple financial transformation and budget-balancing initiatives, including maximizing grant opportunities, enhancing federal and state reimbursements for school health services, accelerating year-end financial closure, identifying cost savings and revenue solutions, integrating multiple training initiatives, and training 3,000+ professionals on processes and procedures.

Chicago Public Schools – Chicago, IL
Vendor Risk Assessments (multiple engagements)
Project Manager
Conducted formal risk assessments of vendors who were proposing to do business with the Chicago Public Schools. Established the school district's goals and areas of concern, such as student safety, public health, and financial stability. Collected and analyzed documentation from multiple sources, including the vendor, background reports, structured public media searches, and financial reports. Summarized findings in a formal report with risk ratings, findings, and recommended mitigating actions.

City of Aurora – Aurora, IL
Open Data Strategy Initiative
Senior Project Manager
Oversee consulting services to support the City of Aurora in developing, establishing, implementing, and operating an Open Data Strategy. Facilitate stakeholder meetings and data/document analysis. Define goals and develop a policy, strategy, and standard operating procedures. Identify city/department Key Performance Indicators (KPIs) to measure and transparently report on success.

Ohio Department of Education and Workforce – Columbus, OH
Procurement Compliance Reviews
Project Manager
Oversaw 800+ Procurement Reviews for school food authorities throughout the State of Ohio. Validated and provided technical assistance regarding the interpretation and implementation of procurement/contracting requirements set forth by the USDA for the School Nutrition Programs. Led Crowe and subcontractors in assessing compliance with federal and state requirements for procurement policies, procedures, and contract documentation, and developed corrective action plans.

Ohio Department of Education and Workforce – Columbus, OH
Resource Management and Procurement Compliance Reviews
Procurement Specialist and Quality Control Oversight
Serve as public sector procurement advisor, leading internal team training initiatives and providing technical assistance to Ohio school food authorities. Serve as a point of escalation on the project and assist the project manager and approximately 15 Crowe and subcontractor analysts in assessing compliance with federal and state requirements for competitive procurements – including analysis of school procurement policies, procedures, and contract documentation.

American Dental Association – Chicago, IL
Marketing Contract Performance Review
Project Manager
Assessed ADA's management of statements of work (valued at $17 million) with a marketing vendor and assessed the vendor's contract performance. Reviewed contract documents, deliverables, and supporting information. Interviewed ADA leaders and the vendor. Conducted a gap analysis between contract requirements and performance. Identified opportunities to improve vendor performance and ADA's contract management. Presented results and high-risk findings to Internal Audit committee.

YMCA of Greater New York – New York City, NY
Salesforce Implementation
Business Transformation Lead
Oversee the business workstream of a large Salesforce implementation. Oversee Business Analysis, Stakeholder Management, Quality Assurance, Change Management and User Adoption, and Financial Advising. Collaborate with the technical team to develop program governance structures and processes.

YMCA of Greater New York – New York City, NY
Customer Relationship Management (CRM) RFP Development and Implementation Support
Project Manager and Senior Project Manager
Developed an RFP and facilitated the competitive evaluation of a new CRM system. Built consensus among client sponsors and subject matter experts. Advised the YMCA on contract negotiations and vendor SOW development. Developed and maintained project plans, schedules, templates, communications, and additional project management tools. Advised the YMCA as requested throughout the third-party vendor's design, configuration, and testing of its software. Assessed YMCA readiness for the new system and developed recommendations to mitigate risks and enhance change management.

Water Research Foundation
Strategic Planning and Risk/Quality Management Documentation
Senior Project Manager
Consult with the Foundation on strategic and operational planning, including the review, evaluation, and assessment of research program guidelines, a formal risk matrix and mitigation strategy tool, a formal Quality Management Plan for submission to the U.S. Environmental Protection Agency, a Compliance Program Overview (CPO), and an internal Research Manager Operations Manual to guide Foundation staff in consistent processes and risk control activities.

Choice Schools Associates – Wyoming, MI
Business Intelligence / Dashboard Implementation
Project Manager
Lead the implementation of data analytics / business intelligence software. Define requirements and priorities, facilitate stakeholder interviews to define requirements, procure the software, advise client on data cleansing and preparation, and oversee initial software configuration. Develop training content and lead training sessions.

Utah State Board of Education – Salt Lake City, UT
Fiscal Mentoring for Charter School
Project Manager
Manage a team of accounting subject matter experts in reviewing accounting records and federal compliance / reporting activities for a charter school district that oversees fifteen elementary and high schools in Utah. Establish and maintain project management tools, including schedules and budgets.

California Department of Parks and Recreation – Sacramento, CA
Adaptive Management Program
Technical Analyst
Researched and defined technical requirements, best practices, and management plans for the agency to comply with state and federal laws and regulations. Developed a programmatic framework, biological assessment, environmental impact reports, and prioritization matrices. Developed program documents for presentation to federal and state regulators.

Additional Relevant Experience

Cook County Bureau of Technology – Chicago, IL
Director of Finance and Administration
Managed 40+ multimillion-dollar IT contracts, from needs analysis and procurement through vendor performance management and contract closure. Contract portfolio included enterprise technology systems, information security tools, consultants, and hardware/software. Managed and implemented a $48 million annual Bureau budget. Facilitated all IT purchases for Offices under the President and all countywide/enterprise IT acquisitions, while streamlining countywide IT purchasing. Integrated procurement steps into PMO tools and processes for the first time. Developed strategic communications for elected officials to report IT operating and capital costs within financial, organizational, and political realities. Established a vendor management strategy to monitor vendor performance and mitigate risk. Oversaw payroll, accounts payable processing, and employee timekeeping across multiple unions.

Cook County Department of Budget and Management Services – Chicago, IL
Budget Analyst for Information Technology and Public Safety Departments
Analyzed budgets and provided internal control over $240 million annually for technology and public safety agencies. Streamlined capital project budgeting and cash flow reporting. Analyzed financial and performance data; resolved budget deficits; evaluated staffing models; and recommended efficiencies. Assessed business cases, including for expanding deferred and alternative prosecution for first-time offenders and individuals with addiction and mental health issues. Strategized justice reforms and bond court improvements with the Justice Advisory Council.

Renae A. Peden
PMP, MPA – Manager
(she/her)

Chicago, Illinois
Renae.Peden@crowe.com
www.crowe.com

Profile

Renae Peden (she/her) is a Manager in Crowe's Public Sector Strategy and Management Advisory Services group. She has over seven years of professional experience working with public sector and not-for-profit clients.

Ms. Peden is a mission-driven, government specialist and certified Project Management Professional (PMP). She has supported key operational and strategic initiatives for a client base which includes city, county, and state government entities across the country and not-for profits of all sizes. Ms. Peden's specialized experience includes leading performance and process improvement efforts, classification and compensation analysis and strategy development, organizational strategic planning, program evaluation, and project management support – all for clients in the government and not-for-profit sectors.

Client Focus

Services:

- Public Sector Consulting
- Process Reengineering
- Stakeholder Facilitation
- Project Management
- Strategic Planning
- Requirements Elicitation
- Financial Analysis
- Process Reengineering
- Process Documentation
- Data Analysis
- Risk Assessment

Industries:

- Public Sector

Education & Certifications

- **Project Management Professional (PMP)**, Project Management Institute (PMI)
- **Master of Public Affairs (MPA)**, Indiana University O'Neill School of Public and Environmental Affairs
- **Bachelor of Arts**, Political Science, Indiana University, Bloomington, Indiana

Partial Client Listing

Classification and Compensation Strategy Development and Market Analysis | City of Bloomington, Indiana

Role: Project Manager | Date: 1/1/2023 – Present

Managed project team through assisting the City in evaluating and maturing approach to classification and compensation. Key project activities included developing and administering a Position Description Questionnaire for incumbent completion and analysis by the Crowe team, facilitating stakeholder interviews with elected officials and City staff to discuss current state classification and compensation challenges, and managing external market analysis, including benchmarking for more than 80 positions, which resulted in recommended, updated pay ranges for City pay grades. Other project activities included development of final market pricing report summarizing market analysis and other recommendations to support City compensation and classification goals, including roadmap for implementation of a formalized classification system, recommendations to modernize internal valuation scoring rubric, and other implementation considerations for the City. Project scope also included review of City's current benefits package relative to market conditions and trends in the public sector.

California State Payroll System (CSPS) Modernization | California State Controller's Office (SCO)
Role: Workstream Manager | Date: 6/1/2023 – Present
Supported communication strategy, risk and issue identification, training development, and other project management priorities related to the State of California's multiyear implementation of a modernized Human Resources and payroll system. The project will impact all 285,000 state employees by providing employee self-service and manager self-service functionality. Other planned system functionality includes position control, personnel administration, benefits administration, time management, travel and business expense management, and payroll. Project role focuses on multi-stakeholder engagement, cross-functional meeting facilitation and consensus building, and identification and implementation of tools and process improvements within the CSPS Project Management Office (PMO).

Payroll Current State Assessment and Business Process Review | The Council for State Governments (CSG)
Role: Project Manager | Date: 8/1/2022 – 3/1/2023
Managed project team and supported execution of the following in-scope advisory activities, (1) Reviewed existing payroll processes and documentation with payroll team, (2) documented and recommended policy and process improvements, including rationale and business cases as appropriate, (3) developed standard operating procedures to support execution of payroll, and (4) developed high-level requirements as one potential input to CSG's future technology improvement initiatives. Executed other project management tasks including budget tracking, status reporting, other written reports and presentations, meeting facilitation, and other activities as needed.

Public Passenger Vehicle Study | City of Chicago Department of Business Affairs and Consumer
Role: Interim Project Manager and Lead Business Analyst | Date: 10/1/2020 – 5/01/2022
Supported methodology design, data analysis, and overall execution of the Public Passenger Vehicle (PPV) Study for the City of Chicago. Study provided analysis of taxicab, rideshare, and livery driver earnings in the City of Chicago, based on available data, in addition to analysis of health, safety, and other driver conditions within PPV industries. Study culminated in a series of public facing **PPV Study Reports,** including potential policy options for the City to consider in meeting transportation and economic goals. Project activities include stakeholder interviews with City employees, drivers, industry groups, and advocacy groups, development of a public survey, to which over 7,000 survey responses were submitted, large-scale data analysis and research design, and development of reports and other supporting materials.

Technology Current State Assessment and Strategic Plan Development | Scott County, Iowa
Role: Lead Business Analyst | Date: 1/1/2023 – present
Supported development of Current State Assessment and Information Technology Strategic Plan. Key project activities included facilitation of dozens of stakeholder interviews with over 150 total participants, analyzed County documentation including past strategic plans, budget reports, staffing levels, and other inputs, synthesized interview feedback from internal and external stakeholders, and developed current state assessment recommendations to support County technology goals based on observations, analysis, and best practices. Other key project activities included developing heat map analysis, drafting final strategic plan document and assessment report, and presenting observations to client.

Stakeholder Engagement Preparation – Plan of Action for Regional Transit (PART) | Chicago Metropolitan Agency for Planning (CMAP)
Role: Project Manager | Date: 10/1/2022 – 1/31/2023
Supported development of briefing materials for launch of the Plan of Action for Regional Transit (PART) Steering Committee. The PART Steering Committee convened representatives from the business, community, environmental, labor, and civic sectors to develop and submit the PART to the Governor and Illinois General Assembly on or before January 1, 2024, fulfilling approved Public Act 102-1028 which tasked CMAP with developing legislative recommendations on the region's transit system. Crowe synthesized findings and input from the Regional Transportation Authority (RTA) and its 2023 Transit is the Answer strategic plan, as well as CMAP's Mobility Recovery project, into a concise set of briefing documents which summarized the current state of the transit system in northeastern Illinois. Briefing materials highlighted qualitative and quantitative impacts of the expected regional transit budget shortfall of $730 million in 2026 in the areas of racial equity, climate change, and economic development.

Mill Fee Study | California Department of Pesticide Regulation (DPR)
Role: Analyst | Date: 8/1/2022 – 5/31/2023
Supported the analysis of current and future funding needs for DPR by examining the existing current and future funding needs for DPR and the County Agricultural Commissioners (CAC), the existing structure and rate of the mill assessment, and the current and future revenues produced by that structure and rate. The Study culminated in detailed mill options that incentivize the use of safer sustainable pest management and provide long-term sustainable funding for DPR. Study updates and Crowe's **Final Recommendations and Proposed Implementation Plan** are posted publicly on the **DPR website**.

Regulatory Alignment Study | California Department of Food and Agriculture
Role: Workstream Manager | Date: 8/1/2022 – 5/31/2023
Managed food safety workstream activities and project team in effort to identify, document, and evaluate food safety and water quality regulatory requirements impacting California's agricultural community. Supported development and execution of research plan to identify current food safety regulations. Supported development of a state-wide stakeholder engagement and outreach strategy and facilitated more than a dozen interviews to identify stakeholder pain points and regulatory burdens associated with state food safety and water quality regulatory requirements. The culmination of the Study will result in recommendations to ease unintended regulatory burdens and process inefficiencies while maintaining human health and environmental protections. Study updates are posted publicly on the **CDFA website**.

Project Management Support and Business Process Review | YMCA of Greater New York
Role: Project Manager | Date: 7/1/2017 – 6/1/2022
Provided executive level project management support for the YMCA of Greater New York as part of their multi-year Salesforce implementation. Provided advisory support and process improvement recommendations for UAT schedule, communications, strategy, and other change management support in preparation for system go-live. Other project activities include stakeholder meeting facilitation, decision tracking and 3rd party vendor management across multiple vendors and workstreams, risk/issue management and identification, and development of reports and presentations.

Strategic Planning and Risk/Quality Management Documentation | Water Resources Foundation
Role: Interim Project Manager and Lead Business Analyst | Date: 6/1/2021 – 6/1/2022
Supported the Foundation's strategic and operational planning, including the review, evaluation, and assessment of research program guidelines, development of a formal risk matrix and mitigation strategy tool, a formal Quality Management Plan for submission to the U.S. Environmental Protection Agency, a Compliance Program Overview (CPO), and an internal Research Manager Operations Manual (RMOM) to guide Foundation staff in consistent processes and risk control activities. Additional project activities included facilitation of multiple stakeholder interviews over a multi-month period.

Current State Assessment and Business Process Review | Battery Park City Authority (BPCA)
Role: Project Manager | Date: 6/1/2019 – 2/1/2021
Provided project management support throughout operational assessment of current potential hazards involving personnel, equipment, site, and operational methodologies to provide recommendations for improving operational safety across the organization. Project activities included facilitation of stakeholder interviews and review of written operational safety methodologies, policies, and procedures to establish compliance with OSHA workplace safety regulations and applicable Federal, New York State, and New York City rules and regulations, in addition to general project management activities related to scheduling and risk tracking. Assessment culminated in a series of recommendations and organization change management strategies for improved coordination among departments and improved communication between Safety Working Group and connected partners.

Information Technology Strategic Plan Development | City of Aurora, Illinois
Role: Lead Business Analyst | Date: 1/1/2019 – 1/1/2020
Supported the City of Aurora's efforts to develop a **Technology Strategic Plan** and **2020 Update**. Managed survey design and analysis, facilitated dozens of stakeholder interviews, developed heat map analysis, conducted best practice research, and developed final public facing Strategic Plan and Update documents.

Assessment required large-scale stakeholder facilitation and engagement efforts, including coordination with various citywide stakeholders to assess technology priorities, long and short-term goals, and implementation strategies.

Organizational Readiness Assessment | Chicago Public Schools (CPS)
Role: Lead Business Analyst | Date: 3/1/2018 – 3/1/2019
Provided project management support for multiple initiatives for the Office of the CEO, Office of Management and Budget, and Office of Internal Audit and Compliance. Project activities include data analysis and validation for CPS budget taskforce, data analysis and survey design of an organizational readiness assessment for high school graduation requirements, and findings validation, data analysis and report development for Parking Benefits program audit.

Current State Assessment and Business Process Review | Connecticut Conference of Municipalities (CCM) - *Role: Lead Business Analyst | Date: 9/1/2018 – 3/1/2019*
Assessed the organization's Customer Relationship Management (CRM) system. Reviewed current state business processes, system utilization, and identified strengths, weaknesses, and challenges. Assessment culminated in recommendations for optimal CRM usage, including system improvements, workflow improvements, monitoring controls, and process improvements. Recommendations also focused on organization change management strategies and training recommendations, including developing metrics for assessing outcomes and communication / escalation best practices.

Current State Assessment, Business Process Review, and Training Support | Aurora, Illinois
Role: Lead Business Analyst | Date: 5/1/2016 – 7/1/2019
Supported business process review / redesign and business process improvement activities to prepare for the implementation of (1) Computer aided dispatch (CAD), (2) Record management system (RMS), and (3) Freedom of Information Act (FOIA) request management software. Developed training materials for go-live support and provided project management support for training schedule.

Mark Walztoni
SPHR SIOP
Retired Managing Director at Crowe
Current Subject Matter Advisor

mark.walztoni@crowe.com

Profile

Mark Walztoni was a Managing Director and the Human Capital Solutions practice leader at Crowe prior to his retirement in 2022. Mark and his team delivered compensation market pricing, HR process benchmarking and optimization, employment law compliance assessment, organizational design, and M&A HR due diligence and integration services to state, municipal, and federal agencies, and cross-industry middle-market companies.

He has contributed to or led over fifty M&A and critical change projects including ERP and M&A integration work streams, compensation design, team building, change adoption, onboarding, and executing turnaround and growth strategies.

Professional and Industry Experience

Mark has over 35 years of human resources executive, coaching, and consulting experience in HR process design and maturity assessment, M&A due diligence and integration, culture, process, and change alignment, employee communications, HR strategy design, and building leader and team capabilities.

His career includes performing HR leadership roles including Chief Human Resources Officer, SVP of Global HR, and Global HR Project Director with American Express, Ernst & Young LLP, IGATE Capital, and Thomson Reuters. He has also supported entrepreneurs and private equity firms and their portfolio companies as an HR executive, HR advisor, and venture partner.

Publications and Speaking Engagements

- Blending Cultures: Merging Knowledge-Based Companies
- HR Directions: HR Leading Lights by HR C-Suite 2018
- Human Capital Institute, Association of M&A Advisors,
- Association of Merger & Acquisition Advisors: panelist
- National HR M&A Conference: change event moderator
- Association for Corporate Growth: moderator and panelist

Education

- Master of Arts, Organizational Psychology – Columbia University, New York City
- Bachelor of Science, Business and Management, Northeastern Illinois University

Client Focus

Services:

- Human Resources Process Review
- Compensation Market Pricing
- Compensation and Process Design
- Employee Communications
- Leader and Team Coaching
- HR M&A HR Due Diligence
- HR M&A HR Integration
- Leadership Assessment
- Organizational Design

Primary Industries:

- Manufacturing & Distribution
- State and Local Government
- Private Equity
- Financial Services
- Business Services

Community Involvement:

- Maine Center for Entrepreneurs (Mentor to Early-Stage Companies)
- for Corporate Growth Western Michigan (Moderator, Panelist, and Committee Member)
- Society of Human Resources Management (Business Roundtable)
- Association of Merger & Acquisition Advisors (Conference Panelist)
- New Mexico Biotech and Biomedical Association (Board Member)
- International Coaching Federation (State Board member)
- Association of Change Management Professionals (Conference Speaker)

Certifications

- Senior Professional in Human Resources (SPHR)
- Society of Organizational & Industrial Psychology (SIOP)
- Certified in multiple leadership assessment and coaching methodologies including the Hogan, AJIL, Linkage, Dennison, and William Bridges Individual and Organizational Change toolkit

William "Carl" Wilson
Kuiper Law Firm
12012 Wickchester Lane, Suite 470
Houston, Texas 77079
713-670-6891
carl.wilson@kuiperlawfirm.com

Carl Wilson is an experienced labor and employment attorney. Prior to joining Kuiper Law Firm, Carl worked with AM100 firms, where he represented Fortune 100 and 500 companies in overtime, discrimination, retaliation, and non-compete matters—counseling clients on federal, state, and international employment laws. Carl manages Kuiper Law Firm's employment law practice, focusing on employment agreement and compensation review, as well as the firm's litigation practice.

Carl is a member of the Texas Bar College and the Labor & Employment Law Section of the Houston Bar Association. He was recognized as a Texas Super Lawyers Rising Star in 2022 and 2023, an honor bestowed on less than 2.5% of attorneys in the state each year.

Prior to becoming a lawyer, Carl worked in arts administration and music production. After graduating from Moore's School of Music at the University of Houston, Carl managed and negotiated local and national collective bargaining agreements, artist engagement, production and recording contracts for the Fort Worth Symphony Orchestra and Houston Grand Opera.

BAR ADMISSION

- Licensed to practice law in the State of Texas (May 2014).
- Admitted to practice law before Fifth Circuit for the United States Court of Appeals and the U.S District Courts for the Eastern District of Texas, Southern District of Texas, and Western District of Texas.

PROFESSIONAL EXPERIENCE

Kuiper Law Firm, PLLC
Director of Litigation, 2023–Present
Of Counsel, 2019-2023

- Manages and oversees litigation and employment law portfolio.
- Advises clients regarding various aspects of employment law, including compensation, incentives, benefits, disputes, and compliance with federal and state employment laws and industry standards and regulations.

Wilson Wehmeyer, PLLC, 2019–Present
Managing Partner

- Managed law office focusing on employment, probate, agency, and partnership matters for individuals and businesses.
- Managed litigation and obtain favorable results and settlements for employees relating to discrimination, Family Medical Leave Act claims, Fair Labor Standards Act claims including a 22-member collective class claims for overtime against the retail service exemption.
- Managed state litigation and obtain favorable results in defense of temporary injunction by Harris County on private nuisance claims; obtain temporary injunction on continuing supply contract with specific location; obtain Rule 202 deposition on national bank which resulted in recovery of $189,000 in fraudulently wired funds more than ten months after theft.
- Advised executives and other senior employees about their employment agreements, covenants, assignments, and other duties, obligations, and rights.

- Advised small, start-up, and closely held businesses and owners on Texas entity formation, operation agreements, company obligations and rights to owner, officer, and employee, and other issues related to agency, partnership, employment, and contractors.

Hanszen Laporte, LP, 2018–2019
Associate
- Managed probate litigation and obtained favorable results in issues arising from claims of informal marriage and homestead rights, simultaneous death by murder suicide and the Texas slayer doctrine.
- Managed employer-side employment litigation and obtained favorable results and settlements in Fair Labor Standards Act employer affirmative defenses and in defense of non-competition covenants with foreign entity and obtain dismissal through special appearance.
- Managed business and property litigation and obtained favorable results in full summary judgment on liability of insurer on coverage of multi-million-dollar commercial building roofing after flooding rains. Managed other issues arising from title defect claims from probate matters.

Law Office of William C. Wilson, 2016–2018
Solo Practitioner
- Managed solo general practitioner office. Represented and obtained favorable results for clients charged with Texas misdemeanors and felonies by filing and arguing evidence motions, examining witnesses in court hearings, and sitting second in Harris County jury acquittal of DWI-1st. Also represented and advised clients in employment, probate, and estate planning matters.

Vinson & Elkins, LLP, 2015–2016
Employment, Labor and OSHA Associate
- Managed responses, defenses, and settlements with favorable results in government investigations of Housing and Urban Development and EEOC discrimination complaints.
- Advised on US state and federal employment laws for wage and hour, maritime laws such as maintenance and cure issues, the similar laws in foreign jurisdictions, including the high seas of South America, and assist with litigation involving the same.
- Co-authored client alerts and draft presentation materials on conflict-mineral supply chain reporting requirements under the Dodd-Frank Act, the UK Modern Slavery Act of 2015 and international human rights law.

Locke Lord, LLP
Labor & *Employment Associate,* 2014
Law Clerk, 2013
Summer Associate, 2013
- Drafted EEOC Statement of Positions for discrimination and retaliation under Title VII, ADEA and Equal Pay Act and assisted with other similar litigation matters.
- Prepared multi-state surveys for client, advising on issues such as USERRA and state military leave laws, and medical marijuana public and employer accommodation laws.
- Drafted memoranda and other presentation materials concerning labor & employment issues such as Motor Carrier Act and SAFETEA-LU Technical Corrections Act, FLSA, FMLA, ADA accommodation process as applied to employee leaves, Workers' Compensation, intern/volunteer pay issues, MSHA, noncompete and tortious interference with contract.

The Museum of Fine Arts Houston, 2013
Intern—Course Credit

Shepherd Smith Edwards & Kantas, LLP, 2012
Law Clerk

US District Court, Southern District of Texas, 2012
Intern to the Honorable David Hittner

Texas Accountants and Lawyers for the Arts, 2011
Intern

Houston Grand Opera Association, Inc., 2007–2011
Music Administrator

- Administered collective bargaining agreements with the American Federation of Musicians and American Guild of Musical Artists and served on all negotiating committees.
- Negotiated contracts and cleared intellectual property licenses for productions, commercial release products and broadcasts.
- Managing Producer for commercial CD releases on Virgin/EMI and Deutsche Grammophon labels.

Fort Worth Symphony Orchestra Association
Operations Manager, 2006–2007
Assistant Operations Manager, 2003–2006

- Administered and negotiated the International Alliance of Theatrical Stage Employees collective bargaining agreement.
- Oversaw the planning, scheduling, and day-to-day operations of a 52-week season and managed a budget of $1.8 million.

EDUCATION

- Juris Doctorate, South Texas College of Law Houston, TX, 2013.
- University of Houston, Moore's School of Music.
- Bachelor of Music, May 2003; All Level Texas Music Teaching Certificate.

PUBLICATIONS

- South Texas College of Law, Law Review—Assistant Articles Editor.

HONORS

- Order of Lytae.
- American Inns of Court.
- Dean's Honor List.
- Scholarship Recipient.
- Langdell Scholar—Property II.
- CALI Award for Excellence: Federal Income Taxation, Agency & Partnership, Wills Trusts & Estates and Copyright.
- Super Lawyers, Rising Stars Honoree, 2022, 2023.

PROFESSIONAL AFFLILIATIONS

- Texas Bar College.
- Houston Bar Association, Labor & Employment Section.

Appendix B: Firm Profile

Crowe LLP

Our Purpose

Shaping Your Better Tomorrow. Together. Today. It is the standard we live by and reflects what we hold important as both a firm and as individuals. We are driven by passion, deep understanding, and integrity. We work together as a team to serve the needs of our people and our communities. We embrace and celebrate collaboration, growth, and learning. We lead with insights, and we are committed to always do better and be better. We embrace the legacy of where we have been, and our duty to tomorrow.

SHAPING YOUR BETTER TOMORROW. TOGETHER. TODAY.

Our Values

Our values reflect what we hold important as both a firm and as individuals. By living out our values every single day, in every single interaction, we drive the purpose of the firm forward. These values are the fabric that makes up the tapestry of our purpose, and that tapestry is the foundation for all the work we do.

Starting with our core purpose of "Shaping Your Better Tomorrow. Together. Today." our values bring together the guiding principles that all members of the firm, regardless of title or position, are expected to use in their interactions with colleagues, with clients, and in the communities and profession in which we work. It explains to our people the standards and expectations of ethical conduct that Crowe requires when doing business, wherever that might be.

This core purpose and our core values – care, trust, courage, and stewardship – guide us in exercising professional skepticism, objectivity, and being free of conflicts of interest. They guide our people in acting with the utmost integrity and professionalism in each interaction and provide a solid foundation for the firm.

Our "One Crowe" approach means our clients have access to the top expertise across the firm and experience a seamless collaboration between our offices, our business units, our subsidiaries, and our international network in the delivery of that expertise. For our people, it means career growth opportunities and potential for leadership development. Crowe invests in and engages the most effective resources available and goes deeper to find valuable insights and opportunities. We embrace collaboration and diversity, equity, and inclusion as a way of being and show up every day with focus and passion. At Crowe, our people work together across our functional areas to shape a better tomorrow.

Our purpose is anchored in our values:

Deep Specialization

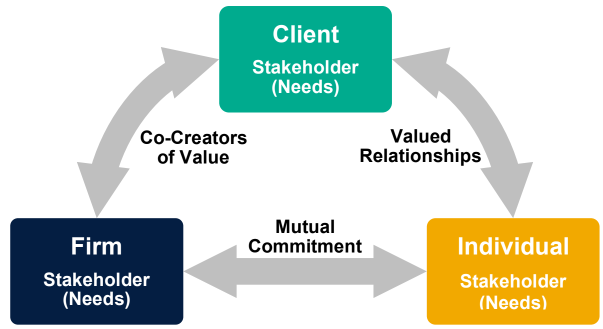
Our vision is built on deep specialization and a focus on our clients, our people, and the hallmarks of our profession: integrity, objectivity, and independence. By aligning our specialists along industry lines, we bring deeper and broader knowledge to our services.

This industry specialization gives us a better view to understand your business and the unique challenges you face. You can trust us to help you with your market and business challenges because of our proven reputation and track record for credibility among key industry players, including lenders and professional organizations.

Our Management Philosophy

WIN³ is the philosophy that Crowe management has chosen as its guide. This philosophy defines the manner in which the firm will function on a daily basis. While there is no universally "right" philosophy, the WIN³ philosophy is seen as the most effective and efficient means to attain our vision of a firm with strong integrity.

The WIN³ management philosophy defines success as having a thorough understanding and being responsive to the needs of the client, the individual, and the firm. It submits that the best management decisions at all levels will be made when the benefits to all three of these stakeholders are maximized. In the short term, it is expected that one or more stakeholders' needs may take precedence, but over the longer term, success is defined as exceeding the expectations of all three stakeholders in satisfying their needs. Neither the client's, the individual's nor the firm's needs are more important based on their inherent nature. There is no hierarchy among the needs of these three.



Diversity, Equity, and Inclusion (DE&I)

A Culture of Inclusion

At Crowe, DE&I is one of the firm's top key strategies. With robust CEO and leadership support, Crowe is committed to promoting and fostering an inclusive work environment where respect, trust and integrity are valued. As a result, our people feel free to contribute and empowered to reach their full potential.

The best way we can embrace diversity, equity, and inclusion as a firm is to make a commitment at the very top levels of our organization - which is why we created the Bold Ambition Council. The BAC sets the strategy and direction for all our diversity efforts and includes members of our executive team and partners across all business units.

Diversity, Equity & Inclusion Firmwide Leadership

In alignment with our Crowe Values, our leaders set the tone at the top and model inclusive leadership. Collectively, they provide strategic direction to ensure DE&I is woven into all aspects of the firm, including culture, policies, people-processes, and systems. Our goal is to increasingly deliver unique, innovative, and valuable solutions.

We achieve this by collaboratively leveraging diversity of all people, thought leadership, perspectives and needs of all our people, our clients, and our communities.

Katie Hamada, Chief People Officer, Sheila Enriquez, Chief Diversity, Equity, and Inclusion Officer, and Rachael Gibson, Deputy Chief – Firmwide Leader of Diversity, Equity and Inclusion, collaborate to provide strategic support and direction while ensuring DE&I strategies are woven into all components of the firm and are consistent with the firm's values. Our goal is to increasingly deliver unique, innovative, and valuable solutions.

Herschel Frierson, Strategic Client Solutions Leader, was introduced as the new board chair for the National Association of Black Accountants (NABA), effective July 1, 2020. Herschel previously served as a national director, co-chair of the membership committee and central region president. He was awarded the NABA Frank Ross National Outstanding Member of the Year award and recognized in the industry as a thought leader and change-maker as one of the Top 100 Most Influential People in Accounting. Herschel is also the Executive Champion Leader over all Business Resource Groups (BRGs).

Crowe previously received NABA's highest level Corporate Diversity Award.

Business Resource Groups (BRGs)

Crowe's commitment to Diversity and Inclusion is further evidenced in the many programs and outreach initiatives. Open to everyone, the firm sponsors five BRG's supporting our African American, Asian, Latino, Pride (LGBTQ people and allies) and Young Professionals. BRGs serve to educate our people about diversity and provide a forum for networking, support, recruiting efforts in order to promote inclusion within the firm.

Each BRG has a business charter that aligns with the firm's strategic goals. Our WL@C programming provides career and leadership development support for all women at the firm.

While each BRG group functions independently, many strategies and initiatives are combined for a multicultural and collaborative One Crowe approach.

Women Leading at Crowe (WL@C)

WL@C is led by a committee of women and men across all firm business units, and all women in the firm are members. WL@C aims to support women at every level of the firm – from staff to partner – to help each woman reach her full potential.

WL@C includes three tiers of Connect, all women in the firm; Grow, High-talent, high-potential women at the senior manager level; and Inspire, for female leaders at the partner and director levels. WL@C programming includes three tiers that address the changing needs of women at different stages in their careers:

Connect: This group is for all women in the firm. It promotes and supports networking and professional development, including quarterly programs that address relevant workplace topics such as business etiquette, wellness, and work-life integration.

Grow: Focusing on women at the senior manager level, this program helps participants expand their networks and develop leadership skills to prepare them for the partner-director track.

Inspire: Targeting partners and directors, our Inspire leaders mentor other women across the firm, encourage continued professional development, network, and build community.

Best Company to Work For 2023

Crowe once again is named one of the Fortune 100 Best Companies to Work For in 2023. Crowe is recognized for offering a great workplace and a positive experience for all employees – regardless of job role, race, gender, or any other demographic identifiers. Everyone at Crowe plays a role in fostering and living by a strong, values -based culture. This is Crowe's fifth appearance on the premiere best workplaces list. The award is based on an analysis of survey responses from more than half a million U.S. employees at Great Place to Work-Certified™ organizations.

Institute of Internal Auditors

Crowe is a Principal Partner of the Institute of Internal Auditors from the local to international levels and is recognized as an IIA Industry Leader. Crowe personnel regularly contribute thought leadership pieces to IIA publications; serve as speakers and trainers at chapter meetings and regional, national, and international seminars and conferences.

American Bankers Association

The American Bankers Association has endorsed Crowe governance, risk, and compliance management consulting services through its affiliate, the Corporation for American Banking. The endorsement was made after an evaluation, which was based on a wide range of factors including ability to meet the needs of ABA members, expertise in regulatory compliance issues, banking experience, and customer service. Crowe is the only ABA-endorsed provider of governance, risk, and compliance management consulting services.

Social Responsibility

Our firm promotes an environmentally conscientious workplace through education, awareness, and partnerships, thereby creating eco-friendly practices. We continually research ways to increase and promote our green efforts, which establishes a culture of environmental stewardship. Through this effort, each of our locations is making substantial grassroots contributions toward environmental sustainability. Our firm continuously strives to incorporate environmental accountability and thoughtfulness throughout our culture and business practices.

Crowe was one of the founding Advisory Partners to the Sustainability Accounting Standards Board (SASB), providing subject matter expertise in disclosure reporting, risk management, internal audit, fraud and ethics, security and privacy, and regulatory compliance. Crowe, with membership in organizations including the Corporate Responsibility Association (CRA) and the Boston College Center for Corporate Citizenship, promotes the practice and profession of corporate responsibility in service of ethical, sustainable business. Through our memberships, Crowe supports these organizations in their advocacy for accountability in environmental policy, establishing ratings and rankings, protecting brand and reputation, encouraging diversity and inclusion in business, and developing responsible corporate principles.

In support of a long history of substantial corporate giving, Crowe began issuing grants in the name of the Crowe Foundation in 2006 to better focus its charitable giving and align contributions with volunteer efforts. In alignment with the firm's core purpose, values, and goals, the Crowe Foundation's financial support and the involvement of Crowe people are directed at building value within the communities where Crowe personnel live and work.

Since 2006, the Crowe Foundation has provided more than $5.9M to the causes our people care about.

In addition to Crowe Foundation grants, Crowe supports its communities in many other ways. The firm sponsors a wide variety of community-based special events, offers scholarships and other financial support to colleges and universities, and offers a matching donation program for college and university contributions by Crowe personnel. In addition, the firm and its people have responded with support for those affected by devastating weather events in Crowe communities.

Trust and Transparency

We care, we share, we invest, we grow. We hold ourselves accountable to them. They also ground us as we take steps to become a global corporate citizen. Our people must sign our values code, which brings together the guiding principles that all members of the firm, regardless of title or position, must follow.

We operate on the highest standards of integrity and professionalism, which is why we have built such trusted relationships. We are committed to the highest ethical conduct and transparency – person to person, and throughout Crowe. Our leaders make decisions based on our management philosophy, which balances the best interests of our people, our clients, and our firm.

Environmental, Social and Governance (ESG)

We are establishing environmentally conscientious practices and decision-making in every element of our business to minimize negative environmental impact.

Stewardship is one of Crowe's core values, representing the commitment we have as a firm to create a better world and shape better tomorrows for our clients, our people, and our communities. Guided by our values, our internal corporate responsibility efforts embrace sustainable business practices to ensure continuous improvement and our long-term success. Our corporate responsibility pillars (Engaged Workforce, Trust & Transparency, Environmental Stewardship and Strong Communities) demonstrate our commitment to take care of our people, operate with the highest ethical standards, minimize negative environmental impact, and invest in our communities. Our external ESG Services team is equally committed to helping our clients deal with how environmental, social and governance issues affect their business strategies, practices - and ultimately, their company's value.

Through both our internal and external sustainability efforts, we uphold our stewardship value and strive to help future generations thrive.

Kuiper Law Firm

To best serve NCTCOG and other agencies who seek Fair Labor Standards Act (FLSA) reviews and other reviews for legal compliance and risks, Crowe proposes to subcontract with Kuiper Law Firm to deliver these services.

About Kuiper

Kuiper Law Firm, a certified Historically Underutilized Business (HUB), provides representation regarding complex business matters across a range of industries. The firm began with our flagship office in Houston, TX and we now maintain offices in Fort Worth, Midland, Denver, and Oklahoma City. We offer a top-tier suite of services throughout our licensed jurisdictions of Texas, Colorado, Kansas, Louisiana, Michigan, Montana, North Dakota, New Mexico, New York, Oklahoma, Ohio, Pennsylvania, Utah, West Virginia, and Wyoming, as well as the U.S. District Courts for the Northern and Southern Districts of Texas and the District of Wyoming.

We pride ourselves on offering exceptional value to our clients. We provide top-tier representation and advice from senior level attorneys, while maintaining competitive rates that are comparable to those charged by larger firms for the work of junior associates. Our commitment to cost-effective efficiency, combined with our unwavering dedication to achieving favorable outcomes, has earned us the trust and loyalty of a diverse client base that spans from Fortune 500 companies to small private equity businesses and individuals.

Our clients trust our demonstrated capacity to manage, support and structure transactions to achieve their objectives and minimize risk. Many of our clients are large corporations. Kuiper Law Firm has handled over $100 million worth of corporate formation, administration, dissolution, mergers and acquisitions, and related matters. Many of the firm’s attorneys have extensive experience in-house at large corporations. Their background allows us to analyze and resolve issues from an invaluable perspective, combining our legal expertise with a deep understanding of the complexities of public sector entities. The firm has been selected as outside counsel for the Texas A&M University System.

The firm has won many awards based on employee surveys and enrichment, including Houston’s Best and Brightest Companies to Work For and Houston Business Journal’s Best Places to Work.

Historically Underutilized Business

Kuiper’s owner and Managing Partner, Alexander Kuiper, served in the U.S. Marines from 2003 to 2006, until he was honorably discharged after sustaining injuries as a result of his service. As a service-disabled veteran-owned business, Kuiper Law Firm is certified as a HUB by the Texas Comptroller of Public Accounts.

Employment Law Practice

The firm’s employment law practice provides clients with a range of services, including compensation review and compliance with applicable laws, including the FLSA and state and local laws and regulations, discrimination matters and compliance under Title VII, ADEA, USSRA, ADA and parallel state law, risk management and anti-discrimination and anti-retaliation training and counseling, termination, retainment and hiring policy counseling, severance and release of claims, employer handbooks, drafting and review of internal agreements including non-compete, non-solicitation, non-disclosure agreements as well as prosecution and defense of claims. Our attorneys are experienced litigators and negotiators with years of experience assisting financial institutions, service companies, small businesses, and large corporations.

Director of Litigation and head of the Kuiper’s employment practice, William “Carl” Wilson, has been recognized by Texas Super Lawyers as a Rising Star, distinguishing him as a top-rated employment and litigation attorney in the State in 2022 and 2023. Less than 2.5% of Texas attorneys are honored with this distinction each year.

Kuiper’s Commitment to Inclusivity and Diversity

Collaboration with diverse contractors like Kuiper Law Firm allows clients to tap into a diverse pool of ideas, experiences, and innovative solutions. The firm promotes inclusivity and diversity through its recruitment and retention programs, mentorship programs, firm policies, and philanthropic endeavors. Diversity within our firm provides access to a broader range of perspectives and experiences and equips us to understand and meet the evolving demands of our clients and deliver more tailored and impactful solutions. The legal landscape is dynamic; adaptability is essential to successful representation, and a diverse workforce is essential to adaptability.

Women and minorities have been historically underrepresented in the legal sector. Texas Bar statistics for 2021-2022 report that 38% of active attorneys in the state are women, and 23% are minorities. The American Bar Association reported in 2020 that 32% of law firm partners were women. Our dedication to supporting their success and inclusion extends beyond mere rhetoric. We actively seek to identify and address systemic barriers and we take concrete actions to ensure equal opportunities for career growth, personal development, and leadership roles. The firm embraces hiring and employment practices designed to support, promote, and encourage the long-term retention of women and minorities within the firm – 60% of Kuiper Law Firm employees and 66% of its partners and managing associates are women and 25% of the firm’s employees are minorities.

South Texas College of Law Houston is one of the firm’s largest candidate pipelines and is among the highest ranked law schools in the nation for diversity. Kuiper Law Firm’s mentor/mentee program is designed to foster growth and provide women and minorities with access to senior attorneys who personally understand the unique challenges they face. The firm’s remote work policies and maternity and paternity leave policies are intentionally designed to benefit and support working parents.

We recognize the importance of raising diversity awareness and promoting inclusivity within our communities. The firm regularly donates to and volunteers for local organizations which benefit women, minorities, and veterans, because we are committed to supporting opportunities to remove barriers to equity and inclusion. In Texas alone, such organizations include: the Debakey VA Medical Center in Houston, the Houston Food Bank, the Salvation Army Angel Tree Program, Casa de Esperanza’s Young Professionals, Family Legacy Missions International, and KidsMeals Houston.

Appendix C: Crosswalk of RFP Activities to Our Approach

In this appendix, we identify which the proposed phase from Tab D, Section 2. Our Understanding and Approach that encapsulates the services and typical steps outlined in your RFP.

Services per RFP Section 4.0	Proposed Phase
Service Category #1: Consulting Services	-
Developing and/or ensuring job descriptions accurately describe the job functions performed by the employee	Phase II
Utilizing the revised job descriptions to create job structure and families	Phase II
Utilizing newly created job families to generate recommended job levels and salary grades	Phase II
Recommending salary ranges for use with grades that are informed by Compensation Philosophy and/or strategy	Phase III
Conducting compensation benchmarking of jobs to relevant market data	Phase III
Creating market-driven compensation structure(s) to comparable government agencies	Phase III
Developing guidelines and methodology to ensure placement within the compensation structure takes internal equity between jobs into account	Phase III and Phase IV
Conducting equity analyses for internal pay relationship, as well as, creating a method for internal agencies' staff to use to perform ongoing equity analysis	Phase III and Phase IV
Preparing and presenting summary report, providing explanation and outline of methodology used	Phase IV
Providing cost-effective recommendations on at least 3 implementation options for any changes proposed	Phase IV
Proposing guidelines to maintain resulting/recommended compensation structure, levels, and grades; similarly, proposing processes for updates to job descriptions in a consistent and comparable manner so that internal placement remains defensible	Phase IV
Service Category #2: Optional Ancillary Services	-
Full Compensation Package Review	Phase II and Phase III
Employee engagement survey	Phase II
Incentive plans	Phase II and Phase III
Other services that offeror proposes	Various & Tab A: Alternatives

Typical Steps per RFP Section 4.1.2	Proposed Phase
Initiate the Project	-
Assemble a list of agency staff.	Phase I
Develop a project plan with the agency.	Phase I
Identify staff roles within project.	Phase I
Gather all pertinent data.	Phase I
Establish an agreed upon schedule for the project milestones and deliverables.	Phase I
Identify strategic direction and priorities.	Phase I
Evaluate existing salary plan and conditions.	-
Review the agency's salary philosophy.	Phase II
Review existing salary plan(s).	Phase II

Typical Steps per RFP Section 4.1.2	Proposed Phase
Take into consideration the full compensation package to include, vacation, sick leave, bilingual pay, etc.	Phase II
Assess the agency's current conditions.	Phase II
Assess strengths and weaknesses of the current salary plan.	Phase II
Review any pay compression issues.	Phase II
Highlight areas needing improvement.	Phase II
Conduct a Fair Labor Standards Act (FLSA) review for exempt status of each currently exempt position, or all positions.	Phase II
Identify positions & comparison agencies for salary survey	-
Prepare list of position classifications used as benchmarks for the market compensation survey.	Phase III
Prepare list of peer agencies to be included in the market salary survey.	Phase III
Review survey methodology with the agency.	Phase III
Outline steps to ensure sufficient response rate.	Phase III
Conduct external market salary survey & provide a summary to agency.	-
Prepare a customized external labor market salary survey.	Phase III
Contact the target agencies, follow-up as needed, collect survey results.	Phase III
Validate data submitted using a consistent, transparent matching criteria.	Phase III
Develop and submit summary report of external labor market salary survey assessment results to the agency.	Phase III
Perform Analysis	-
Properly align each classification into the revised or new pay scale.	Phase III
Create implementation solutions.	Phase IV
Ensure jobs assigned to grades based primarily on internal equity are "slotted" consistently and defensibly.	Phase III
Develop recommendations.	-
Identify a salary philosophy.	Phase II and Phase III
Determine the proper pay scale including number of grades and ranges.	Phase IV
Produce a revised or new pay scale(s) for agency.	Phase IV
Address unique and highly competitive positions.	Phase III and Phase IV
Maintenance program to sustain the recommended salary system/structure.	-
Make Recommendations.	Phase IV
Develop guidelines and methods to execute recommendations.	Phase IV
Develop and Present Reports	
Develop employee communication plan	Phase IV
Final presentation	Phase IV
Develop and share a plan for maintaining recommendations over time.	Phase IV