Section 5. Personnel

Include the number, and names where practicable, of the Account Manager, executive and professional staff who will be engaged in the work. Provide the following information for each of these employees assigned to this engagement.

- *Related experience in the administration of group insurance benefits and the nature of the work performed in such administration.*
- *Education, including continuing education, and experience in the administration of group insurance benefits.*
- *Specific duties to be performed by the employees.*
- *Physical location of the principal office that the employee works from in the administration of group insurance benefits.*
- *Professional licenses and memberships.*

The Offeror must agree that key personnel, once designated as assigned by the Offeror to the services covered by this RFP and the contract, must perform as designated in the absence of termination from the firm or other unavoidable circumstance. In the event assigned key personnel must be replaced, replacements are subject to approval by the project Manager, and should have comparable levels of responsibility and substantially equivalent experience and skills. By submitting its proposal, the Offeror indicates its acceptance of this condition.

We anticipate that 24 members of the professional staffs of Aon Consulting, The Farmington Company, Risk Management Solutions of America, Inc., Purchasing Power and Travelers Insurance Company will participate in servicing the Voluntary Benefits Program for the Commonwealth of Pennsylvania. Each of these organizations has substantial resources to involve other personnel should the need arise.

John J. Sweeney, Jr., Client Relationship Manager for Aon Consulting

Jack's role as Client Relationship Manager will be to assure that the Commonwealth of Pennsylvania has access to all of the necessary and appropriate resources within Aon. He will provide senior level strategic consulting, as necessary, and will maintain overall accountability for client satisfaction. If, in the future, the Commonwealth's need for Aon's services expands beyond the scope of this RFP, Jack will be responsible for assembling the appropriate team, who can best deliver those services.

Mr. Sweeney is an Assistant Vice President in Aon's Business Development practice, based in Radnor, PA. He also serves as the business development leader for Aon Consulting in the central and eastern Pennsylvania/Delaware/South Jersey tri-state region. His primary functions include fostering client relationships, new business development, and senior level consulting.

Mr. Sweeney has over 19 years of experience in assisting clients. Since joining Aon in 2002 from another professional services firm, he has worked with numerous large employers such as Sunbury Textile Mills, Dorma Group North America, Harsco Corporation, The County of Chester (PA), and Taylor Nelson Sofres. His most recent assignments include new business development for all of Aon Consulting's services, as well as developing new business opportunities in conjunction with Aon Risk Services.

Mr. Sweeney is a graduate of St. Joseph's Preparatory School and holds a BS in Business Administration, with a concentration in Finance from Villanova University. He serves on the Human Resources Committee at Philabundance. He is a member of the PenJerDel Employee Benefits Association (PEBA), and he is an active member of the Union League of Philadelphia.

Garrett R. Sullivan, CLU; Senior Vice President for Aon Consulting

Garry Sullivan is Aon Consulting's National Elective Benefits Practice Leader and will serve as the Account Manager for the voluntary programs offered to Commonwealth of Pennsylvania employees. His office is located at 55 East 52nd Street in New York City.

Mr. Sullivan has been with Aon Consulting since 1967, serving in various marketing and management capacities. His entire career has been devoted to the development and management of voluntary insurance distribution programs in group environments. He is currently responsible for the management of Aon Consulting's successful multi-year

voluntary benefits program for the employees of Cook County, Illinois and has, over the years, created and maintained many voluntary programs for employee and affinity groups ranging from a few hundred to one million or more individuals.

Mr. Sullivan is a Past-President (1992-1993) of the Professional Insurance Marketing Association (PIMA) and a long-standing member of the Risk and Insurance Managers Society and the New York Chapter of Chartered Life Underwriters. He is also a Director-Elect of the Mass Marketing Insurance Institute, the principal Insurance Industry organization for Voluntary Benefits. Educated at the University of Bridgeport and the father of five children, Mr. Sullivan resides in Sands Point, New York.

Michael J. Casey, Senior Vice President for Aon Consulting

Michael J. Casey is a Senior Vice President, Office Marketing Leader and the local Health & Benefits Practice leader in the Philadelphia office of Aon Consulting. He will act as executive liaison with the Commonwealth of Pennsylvania.

Mr. Casey has more than 35 years experience and an extensive background in benefit plan design, health care cost containment, alternative delivery systems, and retirement arrangements.

Prior to joining Aon Consulting in 1997, Mr. Casey was a consultant and manager of the Philadelphia office of a major benefits consulting firm. His clients have included the PA Employees Benefit Trust Fund (PEBTF), Temple University and numerous hospitals and organizations in the health care industry.

Mr. Casey is a 1971 graduate of the University of Delaware with a Bachelor of Science degree in Business Administration. He earned an MBA degree in Financial Management from Temple University and is a member of the Charter Class (1980) of Certified Employee Benefits Specialists (CEBS).

Mr. Casey has taught courses in employee benefits at the University of Pennsylvania, Penn State University (Great Valley), George Washington University; he has also taught financial management and labor relations at Wilmington College in Wilmington, Delaware. He is the author of "ERISA - Its Exclusions and Limitations," (Employee Benefits Journal, Winter 1977); "Flexible Benefits for Multiemployer Funds," (International Foundation Benefits Conference, November, 1991); and "Managed Care - Evaluating Costs,Quality, and How to Buy," (International Foundation Benefits Conference, November, 1994).

Robert M. Moriarty, CLU; Assistant Vice President for Aon Consulting

Robert Moriarty is a member of Aon Consulting's National Elective Benefits Practice and will serve as Project Manager for the voluntary benefits program offered to the Commonwealth of Pennsylvania. His office is located at 55 East 52nd Street in New York City.

Mr. Moriarty began his insurance career in 1970 and has been with Aon Consulting since 1995. His responsibilities in the Elective Benefits Practice focus on account management in the Northeast Region and national management of those clients offering Voluntary Auto/Homeowners programs. Mr. Moriarty has extensive experience with all traditional Life, Accident, Health, Property and Casualty products, as well as newer products such as Legal Services, Identity Theft and Fraud Protection, Travel Assistance and others. He has developed numerous insurance distribution programs for employee and affinity groups of all sizes.

Mr. Moriarty holds licenses for both Life/Health and Property/Casualty and is a member of the New York Chapter of Chartered Life Underwriters. He was educated at Pace University's School of Business for both undergraduate and graduate study.

Mr. Moriarty is the father of three children and resides with his family in Old Bridge, New Jersey.

Bob Gross, Vice President for Aon Consulting

Mr. Gross serves as a Vice President and senior Health and Group Benefits consultant in the Philadelphia office of Aon Consulting.

Bob has over 15 years of experience in employee benefits and human resources consulting. Bob served as a Group Underwriter for two major insurance companies prior to his consulting career. As a senior consultant and account manager at Aon, he works with clients on benefits strategy formulation, benchmarking exercises, benefit plan redesign and pricing, renewal negotiations, and day-to-day account management. Bob also serves as a resource in the areas of Employee Assistance Programs and Behavioral Health. He has provided underwriting and design strategy consulting services to clients such as the Pennsylvania Employees Benefit Trust Fund (PEBTF), Schindler Elevator Corporation, DORMA Group North America, Sierra Pacific Resources and L'Oréal USA. In addition to his experience at Aon Consulting, Bob began his consulting career at Mercer Human Resource Consulting, and served as a senior project manager at Hewitt Associates.

Bob received his B.S. in Mathematics from Villanova University and an M.S. in Human Resource Development from Villanova University. Bob is a member of the PennJerDel Employee Benefits and Compensation Association (PEBA), and is a member of PEBA's Expert Knowledge committee.

Emmanuel Havredakis, Consultant for Aon Consulting

Emmanuel Havredakis is a member of Aon Consulting's National Elective Benefits Practice since 2005. His office is located at 55 East 52nd Street in New York City.

Mr. Havredakis began his insurance career in 1995. His responsibilities in the Elective Benefits Practice focus on submitting RFP's to carriers on behalf of Aon clients, and comparing quotes from carriers to recommend the "best in class" program to Aon clients.

Mr. Havredakis holds a life and health license. He was educated at Baruch College, City University of New York.

Bennie Jones, President of Risk Management Solutions of America, Inc.

Mr. Jones is a member of Solutions of America, Inc., holds a B.A. in Business Administration. Mr. Jones has twenty-seven years of experience administering insurance programs. During his career with major insurance carriers he has held positions as Senior Claims Adjustor, Supervisor, and Division Manager. Upon leaving Corporate America in 1989, he co-founded Risk Management Solutions of America, Inc and in 1998 became the sole shareholder. Since its inception he has served as president of the organization. Under his guidance RMSOA has experienced consistent growth and now services clients in twenty six states with offices in Chicago, Philadelphia, Atlanta and Indianapolis.

Steve Frankel, Director of Corporate Services for Farmington Company

Steve Frankel is Farmington's Director of Corporate Services and is located in the Bala Cynwyd, PA office. Steve has 22 years of experience in the Voluntary Benefits Industry. With Farmington since 1998, Steve has been involved in many of their more creative projects. He helps integrate field and home office staffs for improved processes and communication. Prior to joining Farmington, Steve worked with several insurance carriers and brokers helping them improve their results in their Worksite Marketing efforts. As Vice President of Hartstein Associates from 1988-1994, they achieved some of the industry's highest honors for productivity, persistency and quality. Working with IncomPlus and BenePlus, Steve covered North America coordinating enrollments in many diverse industries. Steve has written for Trade Publications, has been an Industry Speaker and has served on several insurance carrier's advisory committees. Steve is a graduate of Rutgers College and served on the City Council while living in Lambertville, NJ. Steve currently resides in Narbeth, PA.

Doug Mantz, Vice President, Sales for Farmington Company

Doug Mantz, Vice President, Sales: Headquartered in Farmington, CT. 1994-Present Doug has served The Farmington Company in a variety of capacities beginning with Regional Marketing Director in the Mid-Atlantic Region marketing voluntary benefit programs primarily to hospitals through Farmington's Pennsylvania Hospital Association endorsement. Doug also served as Director, Benefit Communications Technology, directing Farmington's electronic enrollment and benefit communication efforts. Most recently, after his promotion from VP, Business Development where Doug has directed Farmington's large account efforts and worked to develop a broader product offering to be

distributed through Farmington's administrative and service platform. 1989-1992 Doug served as Regional Director, Marketing (voluntary benefits) for Bankers Security (now part of ING), developing business/marketing relationships with insurance brokers, administrators and communication/enrollment firms. Doug is a frequent speaker on the topic of voluntary benefits at ASHHRA and AHA events, as well as insurance industry events. Doug is a graduate of Boston College, B.A. Economics and Sociology.

Chris Tharau, Vice President, Finance and Information Technology for Farmington Company

Chris Tharau is Vice President, Finance and Information Technology of The Farmington Company. Chris has 15 years of experience in Corporate Accounting and Information Technology. He started with the company in 1995 and has led in the development of the Company's Financial Systems and Business Process. In his current role, he manages the Corporate Accounting, Commission Accounting, Human Resources, and the Information Technology departments. Chris has an Accounting degree from Central Connecticut State University and is pursing a MBA degree at Western New England College.

Judy O'Brien, National Manager, Benefit Enrollment Operations for Farmington Company

Judy O'Brien- National Manger, Benefit Enrollment Operations, has twenty years of worksite experience including enrolling, case management, case coordination, building and working directly with distribution, building administration to support the business and national recruitment, training and management of all enrollment personnel.

Judy is responsible for the management of the enrollment personnel, selection of all Benefit Representatives, Training programs/models, Enrollment schedule, compliance, establishing benchmarks, expectations and monitoring results. She developed and consistently uses a structured recruitment and selection process to attract talent to support growth strategy. Through extensive networking and due diligence, identifies prospective enrollment staff and recruits to need as mandated by the ambitious enrollment schedule. Developed and implemented standards of performance, training needs analysis, enrollment training models, case manager and enroller evaluations along with individual development plans in successful effort to continually raise the bar and make certain we have the finest enrollment team in the country.

Terry Lucas, Manager, Client Services Department for Farmington Company

Terry Lucas manages our Client Services Department. With over 8 years of managerial experience, has developed his staff into a full-service department that is able to assist clients in a variety of ways. Terry is proficient in all products offered by The Farmington Company. He works closely with the managers of the Premium Accounting and New Business Departments on a daily basis, and is constantly looking for ways to improve The Farmington Company's day-to-day processes and procedures. Terry holds insurance licenses in 49 states. He attended the University of West Virginia where he majored in Communications.

Matthew Borella, Director of Implementation for Farmington Company

Matthew Borella- Director of Implementation graduated from the University of Scranton Pennsylvania in 2001 with a BS in Finance. He came to Farmington in October 2001 as a benefits representative where he educated employees about the voluntary benefits being offered by their employers. Then as a case manager, Matt was responsible for the training and supervision for a team of benefit representatives. He worked with Farmington's Laptop Enrollment System, performing enrollments across the United States. Matt then progressed into the role of Field Implementation Director for Electronic Enrollments where he brought his in-depth knowledge of electronic enrollments to the team.

Carol Rosenblatt, Senior Vice President for Farmington Company

Carol Rosenblatt is Senior Vice President of The Farmington Company. Carol started 21 years ago as Assistant Controller and as the company grew, she provided valuable insight and leadership in assisting in the development and growth of The Farmington Company. Carol assists the Regional Marketing Directors with administrative issues related to making the presentation and with solutions during the implementation process after the decision to use Farmington is made. Carol graduated Magna Cum Laude from Quinnipiac College with a degree in Marketing and Accounting. Carol served as a member of the town Board of Finance while living in Marlborough, Connecticut. She is a member of the Mass Marketing Insurance Institute, Benefits Marketing Association and the Institute for Management Accountants.

Tim Swartz, Manager of Information Services for Farmington Company

Tim Swartz is Farmington's Manager of Information Services, AS/400 Group. He has been with Farmington since 1984. Prior to that, Tim was a Computer Consultant, where he worked with high profile clients, including G.E. and IBM Instruments. Over the years, Tim has overseen three major hardware upgrades and the development of our Administration Systems software. Tim and his staff of four have developed all of our AS/400 software in-house. Tim graduated from West Virginia Wesleyan College with a B.S. in Mathematics, and earned a certificate in Computer Programming from Computer Processing Institute. WHY TIM?

Ann Stewart, Manager of Premium Accounting for Farmington Company

Ann Stewart came to Farmington in November, 1996 as Manager of Premium Accounting. Previously, she had 17 years of managing agency accounting, direct bill and customer services with a property and casualty insurance carrier. Ann has been instrumental in the automation and streamlining of our payroll administration processes. Ann also manages our New Business Processing Department. She works directly with our clients and our IS Department to set up transfer of information in desired formats for deduction notification and remittance. She also works with the insurance carriers to automate and improve applications processing and billing administration. Ann is also responsible for the smooth transition of the takeover of existing voluntary insurance programs. She manages a staff of 28.

Al Penland, Manager of Service Enrollments for Farmington Company

Al Penland is Manager of Service Enrollments for The Farmington Company. Al brings over 25 years of experience from his roles as a corporate benefits administrator, a human resources executive and voluntary benefits communications and service manager. Al joined The Farmington Company in 2001 as a Benefits Communications and Enrollment manager in field operations, directing the installment of voluntary plans for a variety of clients countrywide. In 2003, he assumed responsibility for Service Enrollments where he leads a team of Regional Service Representatives who provide ongoing service and support to The Farmington Company's clients nationwide. Prior to joining The Farmington Company, Al was Director of Human Resources and Benefits Administrator for Teletech Holdings, a customer care organization. Previously, he served as Vice President of Human Resources and Administration for The Travelers Companies, a national insurance and financial services organization which was subsequently merged into CitiCorp. At Travelers, his responsibilities included managing human resources and benefits functions, as well as overseeing the company's customer service call center operation. Al holds a BS in Public Health and Administration from East Tennessee State University.

Tom Vepraskas, Account Manager for Purchasing Power

Mr. Vepraskas has been with Purchasing Power for over 2 years as an Account Manager. He oversees managing implementation, communication strategies, significant servicing issues, and reporting. He has worked with various public sector entities, to include state employees. Tom has a bachelor's degree and his office is located at the Purchasing Power Corporate office in Atlanta, GA.

Roger Glenn, Regional Vice President for Purchasing Power

Mr. Glenn has been with Purchasing Power for over 15 years. He is the former Chief Marketing Officer, co-founder, 5+ years of program experience and 10+ years in public sector. He is responsible for overall relationship with client. Roger has a bachelor's degree and his office is located at the Purchasing Power Corporate office in Atlanta, GA.

Mark Mastrianni, CPCU, Vice President for Travelers

Mark is Vice President of National Distribution, the Travelers division responsible for the growth and profitability of our large affinity group programs. Mark has over 20 years insurance experience with Aetna and Travelers in the pricing, actuarial and management areas and is based in our home office in Hartford, CT.

Marga Llompart-Coley, Second Vice President for Travelers

Marga is Second Vice President in our National Distribution area and heads our team of marketing and account management specialist coordinates the millions of mailings we do annually to our group program clients. She has 23 years insurance marketing experience with Aetna and Travelers and is based in our home office in Hartford, CT.

Phil Keyon, Vice President for Travelers

Phil is Vice President of our customer service center operations and has over 24 years of call center management experience with Travelers. He is based in Hartford and has a team of 650 employees call center employees in Glens Falls, NY, Knoxville, TN and Spokane, WA. They provide quoting, counseling and customer service for customers in our group programs..

Wayne Tryon, CPC, CLU, Sales Director for Travelers

Wayne is the Sales Director and is responsible for new business development, RFP's, client proposals, program presentations and contracts. He is based in Hartford and has over 30 years experience in underwriting, marketing and sales with Aetna and Travelers.

Account Manager for Travelers

Travelers has 12 Account Managers that average 14 years experience in insurance program management and are located in various locations in order to be readily accessible to their assigned clients. This person would be the key liaison for coordinating all employee communications, payroll deduction and day-to-day program management. An Account Manager will be named upon the selection of Travelers as the Commonwealth of Pennsylvania's program provider.

Section 6. Training

If appropriate, indicate recommended training of Commonwealth of Pennsylvania personnel. Include the personnel to be trained, the number to be trained, duration of the program, place of training, curricula, training materials to be used, number and frequency of sessions, and number and level of instructors.

Commonwealth personnel interaction with employees will be limited to attending open enrollment meetings. Commonwealth personnel will not be involved in the promotion, enrollment or administration of the voluntary benefits program.

Commonwealth of Pennsylvania's personnel in the Human Resources unit should have a general knowledge of the voluntary benefits that are being offered to employees. No specific training is required, although Human Resources should have the contact information for each product to direct any employee who wishes to inquire. Payroll personnel would not need to be trained, but would certainly need to be involved in the premium billing and collection process. Commonwealth IT personnel need to be involved to link websites to the Commonwealth's Intranet site.

Section 7. Financial Capability

Describe your company's financial stability and economic capability to perform the contract requirements. Financial documents such as audited financial statements or recent tax returns will be acceptable to the Commonwealth.

Included in the Appendix is a copy of Aon Corporation's 2005 Annual report.

Section 8. Objections and Additions to Standard Contract Terms and Conditions

The Offeror will identify which, if any, of the terms and conditions (contained in Appendix A and/or the terms of Part IV, Section IV-4 of the RFP) it would like to negotiate and what additional term and conditions the Offeror would like to add to the standard contract terms and conditions. The Offeror's failure to make a submission under this paragraph will result in its waiving its right to do so later, but the Issuing Office may consider late objections and requests for additions if to do so, in the Issuing Office's sole discretion, would be in the best interest of the Commonwealth. The Issuing Office may, in its sole discretion, accept or reject any requested changes to the standard contract terms and conditions. The Offeror shall not request changes to the other provisions of the RFP, nor shall the Offeror request to completely substitute its own terms and conditions for Appendix A. All terms and conditions must appear in one integrated contract. The Issuing Office will not accept references to the Offeror's, or any other, online guides or online terms and conditions contained in any proposal.

Regardless of any objections set out in its proposal, the Offeror must submit its proposal, including the cost proposal, on the basis of the terms and conditions set out in Appendix A and the terms of section IV-4 of the RFP. The Issuing Office will reject any proposal that is conditioned on the negotiation of terms and conditions other than those set out in Appendix A and the terms of section IV-4 of the RFP.

In the Standard Contract Terms and Conditions for services are certain sections that do not seem to apply to the services we will be providing to the Commonwealth. Those sections are:

Section 4. Environmental Provisions: This section seems irrelevant to the services being performed.

Section 5. Post-Consumer Recycled Content: Aon Consulting and its partners will be communicating with employees using proper business materials which may or may not meet this provision.

Section 6. Compensation/Expenses: Aon Consulting and its partners are compensated by the carriers/vendors based on the premiums/fees that employees pay to purchase the benefits offered. We do not receive any compensation from the Commonwealth.

Section 7. Invoices: No invoice will be issued to the Commonwealth. Group billing reports will be submitted so that the Commonwealth can process payroll deductions for employees who participate in the voluntary benefits program.

Section 8. Payment: The Commonwealth is not paying for any services provided; merely, remitting payments made by participating employees who are having those payments deducted from their paychecks.

Section 9. Taxes: The Commonwealth will not be purchasing a product. The employees who participate in the program will pay the premiums.

Section 10. Warranty: It is unclear what the warranty refers to in regards to the services being provided.

Section 11. Patent, Copyright, and Trademark Indemnity: It is unclear what this section applies to in regards to the services being provided.

Section 12. Ownership Rights: The Communication materials produced by Aon Consulting and its partners, unless customized uniquely for the Commonwealth, remain the property of the entity that produced it. Inappropriate use could increase potential exposure.

Section 13. Assignment of Antitrust Claims: Unsure how this applies to the services being provided.

Section 14. Hold Harmless Provision: It should be expanded to include a Hold Harmless provision in the event that the Commonwealth causes a claim against Aon Consulting and its partners.

Section 15. Audit Provisions: Confidentiality protections should be included.

Section 16. Default: There should be a cure period included and default rights for Aon.

Section 19. Contract Controversies: This provision provides us with no right to sue, but the Commonwealth's rights are unrestricted.

Section 20. Assignability and Subcontracting: Aon Consulting has partners that will provide services under this program.

Section21. Non-Discrimination/Sexual Harassment Clause: Aon Consulting and its partners could have an issue with item e, which requires that we "furnish all necessary employment documents…etc."

Section 22. Contract Integrity Provisions: Confidential information definition should include information independently developed, obtained from third parties previously known and required to be disclosed by law or subpoena. Audit must include confidentiality protections.

Section 23. Contract Responsibility Provisions: This section needs to be clarified.

Section 24. American With Disabilities Act: This section needs to be clarified as the scope is unclear.

Section 25. Hazardous Substances: Worker and Community Right to Know Act is unknown to us. We would need to review.

Section 26. Covenant Against Contingent Fees: Aon does not accept contingent fees.

Section 28. Integration: This section does not account for any Letter of Intent between Aon and Disadvantaged Business subcontractors.

Section 29. Change Order: This section needs to be amended as the Commonwealth can issue change orders without our concurrence.

Aon Consulting and its partners have issues with the proposed criteria and standards listed on pages 34 through 37 of the Request For Proposal. We do not have an issue with the Category or Criteria listed. However, we would like the Commonwealth to reconsider the Standard, Compliance and Damage Assessed for non-compliance. We would like to negotiate these terms with the Commonwealth.

There could be situations that affect performance and therefore, conformance to the Agreement Standards, which should be recognized. They are:

- Power outages and system failures
- Phone provider line failures
- Natural disasters
- Pandemic
- Act of war
- Holidays
- Severe weather conditions

While Aon Consulting and its partners have disaster recovery plans in place, which will restore services in the event of disruption, the Agreement Standards need to account for the possibility.

Section 9. Disadvantaged Business Submittal

The Disadvantaged Business Submittal is provided in a separate section of this proposal.

Section 10. Cost Submittal

The Cost Submittal for each voluntary benefit proposed is provided in a separate section of the proposal.

Section 11. Domestic Workforce Utilization Certification

Each proposal will be scored for its commitment to use domestic workforce in the fulfillment of the contract. Maximum consideration will be given to those Offerors who will perform the contracted direct labor exclusively within the geographical boundaries of the United States. Those who propose to perform a portion of the direct labor outside of the United States will receive a correspondingly smaller score for this criterion. Offerors who seek consideration for this criterion must submit in hardcopy the signed Domestic Workforce Utilization Certification Form in the same sealed envelope with the Cost Submittal. The certification will be included as a contractual obligation when the contract is executed.

The Certification is included with the Cost Submittal.