State of Minnesota

Minnesota State Board of Investment

REQUEST FOR PROPOSAL

Proxy Voting Services

Date Posted: July 20, 2026

- Responses must be received not later than Friday, August 14, 2026, 4:00 p.m., Central Time.
- Late responses will not be considered.
- As of July 1, 2025, certain terms are unenforceable in state contracts. See Session Laws, 2025 Regular Session, Chapter 39, Article 2, Sec. 45.

Minnesota's Commitment to Diversity and Inclusion

The State of Minnesota is committed to diversity and inclusion in its public procurement process. The goal is to ensure that those providing goods and services to the State are representative of our Minnesota communities and include businesses owned by minorities, women, veterans, and those with substantial physical disabilities. Creating broader opportunities for historically under-represented groups provides for additional options and greater competition in the marketplace, creates stronger relationships and engagement within our communities, and fosters economic development and equality.

To further this commitment, the Department of Administration operates a program for Minnesota-based small businesses owned by minorities, women, veterans, and those with substantial physical disabilities. For additional information on this program, or to determine eligibility, please call 651-201-2402 or go to https://mn.gov/admin/business/vendor-info/oep/.

SPECIAL NOTICE: This is a request for proposal. It does not obligate the State of Minnesota to award a contract or complete the proposed program, and the State reserves the right to cancel this solicitation if it is considered in its best interest.

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SECTION 1 – INSTRUCTIONS TO RESPONDERS

Steps for Completing Your Response	Follow the steps below to complete your response to this Solicitation: Step 1: Read the solicitation documents and ask questions, if any Step 2: Write your response Step 3: Submit your response
Incomplete Submittals	A response must be submitted along with any required additional documents. Incomplete responses that materially deviate from the required format and content may be rejected.

STEP 1 – READ THE SOLICITATION DOCUMENT & ASK QUESTIONS, IF ANY

How to Ask Questions	The contact person for questions is: Alex Wolsky, Senior Investment Officer, Head of Stewardship Minnesota State Board of Investment minn.sbi@state.mn.us Questions should be emailed to the contact by July 31, 2026, 4:00 p.m., Central Time. Other personnel are not authorized to answer questions regarding this Solicitation.

STEP 2 – WRITE YOUR RESPONSE

The Response Content section is in this link to Section 4. Prepare a written response and supply all requested content. Responses should address the requested information and documents detailed in Section 4. DO NOT INCLUDE Non-Public/Trade Secret data (as defined in this link to Minn. Stat. § 13.37).

Review, sign, and include the Responder Declarations with your response.

STEP 3 –SUBMIT YOUR RESPONSE

Where to Send Your Response	Submit your response via PDF attached to an email to minn.sbi@state.mn.us. Subject line: SBI Proxy Voting Services RESPONSE Proposals must be received electronically no later than 4:00 p.m. Central Time, Friday, August 14, 2026. **Late responses will not be considered.** Cost details should be submitted as a separate document/attachment from your technical responses. Do not include any cost information in the technical proposal part of your response. All costs associated with producing and submitting a response to this RFP will be borne by the responder. By submitting a response, the responder is making a binding legal offer for the period of time set forth below in Section 4. We discourage costly and lengthy proposals.

SECTION 2 – SUMMARY OF SCOPE

1. Introduction

The Minnesota State Board of Investment (SBI) manages approximately $157 billion on behalf of the State of Minnesota and related constituents as of March 31, 2026. Of this total, $106 billion represents assets of the three statewide retirement systems. The remainder comprises non-state retirement assets, defined contribution plans, tax-advantaged savings plans, trust funds, and State cash accounts.

As a long-term shareholder of publicly traded companies, the SBI exercises its proxy voting rights to protect and enhance the long-term value of its investments. In accordance with Proxy Voting Guidelines approved by the SBI Board and precedents established by the SBI Proxy Committee, SBI staff vote proxies for all U.S. companies in which SBI holds a votable interest, covering approximately 1,800 annual meetings.

The SBI is seeking an integrated proxy service provider offering both independent, impartial research and a web-based voting platform. The successful Respondent will work closely with SBI staff to execute votes consistent with the SBI's fiduciary obligations as a long-term investor. Services include, but are not limited to:

- Proxy Voting Platform and Ballot Management
- Proxy Research, Analysis, and Voting Recommendations
- Reporting Tools and Recordkeeping

The SBI invites proposals from qualified providers in accordance with the specifications set forth in this RFP.

2. Background Regarding the SBI

Legal Authorization

The SBI was created pursuant to Article XI, Section 8, of the Minnesota Constitution for the purpose of "administering and directing the investment of all state funds." Statutory provisions relating to fiduciary responsibility, portfolio composition, and the types of securities in which the SBI may legally invest are set forth in Minnesota Statutes Chapter 11A and 356A (incorporated by reference, a true and correct copy of which can be found at https://www.revisor.mn.gov/pubs/).

Composition

The Minnesota Constitution specifies the membership of the State Board of Investment to be composed of four elected officials: Governor, State Auditor, Secretary of State, and State Attorney General.

3. Proxy Voting Services Overview

Services

The SBI is seeking proposals from qualified organizations capable of providing integrated proxy voting and advisory services for its domestic equity portfolio. Services shall be provided in alignment with the SBI's Proxy Voting Guidelines and the SBI's fiduciary obligations as a long-term investor. Final voting authority is retained by the SBI in all instances.

The selected Respondent will work closely with SBI staff to support efficient, accurate, and well-documented proxy voting operations. Services include, but are not limited to, the following:

A. Proxy Voting Platform and Ballot Management

The selected Respondent shall monitor shareholder meeting schedules and agendas across the SBI's domestic equity portfolio, coordinating with the SBI's custodian to reconcile holdings, resolve discrepancies, and ensure all eligible shares are voted prior to applicable deadlines.

The selected Respondent shall maintain a secure, web-based proxy voting platform enabling SBI staff to monitor and execute proxy votes across all applicable portfolios. The platform shall include ballot management, customizable workflows, user permissions, audit trails, vote execution, and ballot tracking. Respondents should describe capabilities related to automation, vote override workflows, vote confirmation, and operational support.

The Respondent shall proactively communicate to the SBI any circumstances affecting voting eligibility, including share lending conflicts and other operational constraints, and shall promptly notify the SBI of any voting errors or discrepancies and corrective actions taken.

The Respondent shall assist the SBI in implementing its Proxy Voting Guidelines within the platform and shall maintain a quality assurance process to ensure custom policy implementation is consistent with the SBI's guidelines. The Respondent shall maintain a dedicated client service team and proactively communicate any corporate governance developments that may affect its custom voting policy recommendations.

Respondents shall describe their onboarding process — including platform configuration, custom policy implementation, and staff training — along with a proposed timeline from contract execution to full operational readiness. The SBI expects all systems to be fully operational prior to the commencement of active contract use.

B. Proxy Research, Analysis, and Voting Recommendations

The selected Respondent shall deliver independent, impartial proxy research and analysis, and may deliver voting recommendations for domestic U.S. issuers in alignment with the SBI's Proxy Voting Guidelines. Research shall address matters including, but not limited to, director elections, executive compensation, mergers and acquisitions, shareholder proposals, and other governance matters. Recommendations shall be company-specific and include consideration of all relevant material risks and opportunities. Research shall generally be delivered at least two weeks in advance of each relevant shareholder meeting.

The Respondent shall describe any enhanced advisory services available to SBI staff. Respondents shall also describe how the firm uses artificial intelligence in its research and recommendations process, including associated controls for accuracy, bias, and analytical independence.

Respondent shall describe any actual or potential conflicts of interest arising from the firm's business relationships with corporate issuers, affiliated entities, or other third parties whose securities may be subject to proxy votes on the SBI's behalf, and shall explain how such conflicts are identified, disclosed, and managed.

C. Reporting and Recordkeeping

The selected Respondent shall maintain comprehensive reporting and recordkeeping services covering the SBI's proxy voting activities, including vote record retention, customizable reporting, vote reconciliation, and historical vote analysis. The Respondent shall supply periodic reports reconciling votes cast to shares owned. Respondents should describe available reporting formats, export capabilities, and dashboard functionality.

The selected Respondent shall notify the SBI promptly of any material changes that could affect service delivery, including changes to research methodology, platform functionality, or staffing. Respondents shall describe what constitutes a material change under their firm's policies and the associated notification process.

This list is not exhaustive and does not cover all possible proxy voting service activities that the Respondent might address.

SECTION 3 – PROPOSAL INSTRUCTIONS AND ADDITIONAL INFORMATION

1. **Anticipated Contract Term.**

   The term of this contract is anticipated to be from December 1, 2026, to November 30, 2028, with the option to extend up to an additional three (3) years in increments determined by the State. By Minnesota law, the contract may be canceled by the Minnesota State Board of Investment, the Commissioner of Administration of the State of Minnesota, or the contractor, at any time, with or without cause, upon thirty (30) days written notice to the other party.

2. **Question and Answer Instructions.**

   Questions regarding information to be presented in response to the RFP or requesting clarification about this RFP may only be submitted via e-mail to Alex Wolsky, minn.sbi@state.mn.us no later than Friday July 31 at 4:00 p.m. Central Time. For the subject line in the e-mail please use “SBI Proxy Voting Services QUESTION.” SBI will consolidate all questions and its answers into a single Q&A document without divulging the source of the query. The Q&A document will be distributed via e-mail to all firms who received the RFP and will be posted on the SBI’s website. The State is not obligated to answer questions submitted after the question due date and time.

   Only personnel listed above are authorized to discuss this solicitation with responders. Contact regarding this solicitation with any personnel not listed above could result in disqualification. This provision is not intended to prevent responders from seeking guidance from state procurement assistance programs regarding general procurement questions.

   If a Responder discovers any significant ambiguity, error, conflict, discrepancy, omission, or other deficiency in the solicitation, please immediately notify the contact person detailed above in writing of such error and request modification or clarification of the document.

SECTION 4 – PROPOSAL CONTENT

The responses to this RFP should be organized in the following manner and should address the specific tasks in Section 2, where appropriate. Please note that Respondents will be evaluated, in part, on their ability to communicate clearly and succinctly.

1. **Organization:** Provide name, mailing address, website, contact information and a brief history of the organization. Include number of years in service, the ownership of the organization, all categories of service, and any significant changes in organizational structure, ownership, or management in the past three years. Explain the organization's goals in responding to this RFP and provide reasons as to how the organization could aid the SBI in the areas listed. Briefly discuss the financial stability of the organization. Please describe your approach to diversity and inclusion within your organization. Please disclose any SEC inquiries, examinations, or enforcement actions within the past five (5) years, including the nature of each matter and its status or resolution.

2. **Employees:** Please name the person(s) who will be the primary point of contact for SBI staff. Provide a resume for the individual(s) including qualifications, any licenses, relevant experience, number of years at the company, current primary work location, and describe duties and responsibilities this person would have. Provide the number of current client relationships they are responsible for and length of the relationships. Briefly describe the other responsibilities the sole point of contact has to their assigned clients. If this is a team approach, list the size of the team and the process by which these team members interrelate, communicate, and coordinate their respective functions.

3. **Proxy Voting Services:** Describe the organization's proxy voting and proxy advisory capabilities, including the provision of a secure voting platform for ballot management, vote execution, and recordkeeping; independent proxy research and analysis with voting recommendations across domestic holdings; the ability to implement and apply customized voting policies; reporting and compliance support; and ongoing client service and governance support to assist institutional investors in fulfilling their fiduciary and stewardship responsibilities. Please see Section 2, items A-C for specific tasks to be addressed.

4. **Reporting:** List and describe reports that the organization has provided to previous or existing clients. If possible, please provide examples of those reports. Please list to what extent these can be customized and describe the process for delivery of these reports. Identify procedures for potential mistakes or inaccuracies in reports, as well as quality control procedures already in place. Please also include data security and privacy measures taken, as well as any recent data breaches within the last five years and how this was managed.

5. **Other:** Please provide clear disclosure of any potential conflicts of interest between you and related businesses you own or may invest in. Describe any other value-added services that your organization may offer beyond the required services. Describe any optional services, and add-ons that would be available for the SBI to explore. Additionally, please share any other details you believe are pertinent or that would assist us in fully evaluating your response.

References

Provide a list of at least three references from large institutional fund clients that have accounts of similar size and complexity as those described in this RFP. At least one of these references must be for a large public pension plan. The references shall include the name, title, organization, address, e-mail and phone number of the responder's primary contact at the client organization.

Fee/Cost Detail (U.S. $)

(Provide the electronic cost detail as a separate document/attachment from your technical responses. Do not include any cost information in the technical proposal part of your response).

Responders shall provide a flat fee proposal for the following:

Provide comprehensive proxy voting services by offering a proxy voting platform for ballot management and vote execution, independent proxy research and voting recommendations, customized policy implementation, reporting and recordkeeping capabilities, and ongoing client support to facilitate efficient and informed proxy voting activities.

For all other services requested in the RFP, responders shall provide an Hourly Billing Rate in accordance with the following requirements:

- Hourly rates shall be broken down by staff level.
- Identify billable duties by staff level.
- Break down administrative costs that you will charge for and the rates and estimated time by staff level. Any communications or correspondence with the client and time spent billing the client should either be included with the rates for other services or should be estimated as a separate line item.
- Respondents may include additional information or offer alternative solutions for SBI consideration. However we discourage overly lengthy and costly proposals, and Respondents are advised to include only such information in their response as may be relevant to the requirements of this RFP.
- Proposed fees shall be stated for a time period of December 1, 2026, to November 30, 2028.
- A statement that the fee estimate is valid for a minimum of one hundred and eighty (180) days. This period may be extended by mutual agreement between a responder and the SBI.

Submit all requested documentation, including, but not limited to, the following documents:

1. Attachment A: Responder Declarations
2. Attachment B: Exceptions to State's Standard Terms and Conditions
3. Attachment C: Cost Detail
4. Attachment D: Responder Forms
    a. Veteran-Owned Preference Form
    b. Workforce and Equal Pay Declaration Page
    c. Equal Pay Certificate Form
5. Attachment E: Reference Form

DO NOT INCLUDE Non-Public/Trade Secret data (as defined by Minn. Stat. § 13.37).

Project Timetable and Related Requirements

RFP Issued...July 20, 2026

Questions due..July 31, 2026

Proposals due..August 14, 2026

Contract begins…………………………………………………...December 1, 2026

PROPOSALS RECEIVED AFTER 4:00 P.M. CENTRAL TIME on August 14, 2026, WILL NOT BE CONSIDERED.

SECTION 5 – EVALUATION PROCEDURE AND CRITERIA

The State will conduct an evaluation of responses to this Solicitation. The evaluations will be conducted in three phases:

Phase 1 - Review responses for responsiveness and pass/fail requirements
Phase 2 - Evaluate responses
Phase 3 - Select finalist(s)

1. **Phase 1 – Responsiveness and Pass/Fail Requirements**
   The purpose of this phase is to determine if each response complies with mandatory requirements. The State will first review each proposal for responsiveness to determine if the Responder satisfies all mandatory requirements. The State will evaluate these requirements on a pass/fail basis.

   Mandatory Requirements. The following will be considered on a pass/fail basis:

   - Responses must be received by the due date and time specified in this RFP.
   - The Respondent must have a minimum of five years of experience providing the services requested.
   - The Respondent must currently serve at least three public pension fund clients of similar size and complexity to the SBI, defined as funds with assets under management of at least $25 billion.

2. **Phase 2 - Evaluate Responses**
   Only those responses found to have met Phase 1 criteria will be considered in Phase 2.

   The factors and weighting on which responses will be evaluated are:

1.	Proxy Voting Services and Reporting	200 points
2.	Organization and Employees	300 points
3.	Quality and Responsiveness of Proposal	300 points
4.	Cost Detail	200 points
		1000 points
5.	Preference Points (if applicable)	120 points (in addition to 1000 available)

3. **Phase 3 - Select Finalist(s)**
   Only those responses that have been evaluated under Phase 2 shall be eligible for Phase 3.

   The State will make its selection based on best value, as determined by this evaluation process. The State reserves the right to pursue negotiations on any exception taken to the State's standard terms and conditions. In the event that negotiated terms cannot be reached, the State reserves the right to terminate negotiations and begin negotiating with the next highest scoring responder or take other actions as the State deems appropriate. If the State anticipates multiple awards, the State reserves the right to negotiate with more than one Responder.

   It is anticipated that the evaluation and selection will be completed by August 31, 2026.

SECTION 6 – SOLICITATION TERMS

Unenforceable Terms

As of July 1, 2025, certain terms are unenforceable in state contracts. See Session Laws, 2025 Regular Session, Chapter 39, Article 2, Section 45.

Unenforceable terms

(a) A contract entered into by the state shall not contain a term that:

(1) requires the state to defend, indemnify, or hold harmless another person or entity, unless specifically authorized by statute;
(2) binds a party by terms and conditions that may be unilaterally changed by the other party;
(3) requires mandatory arbitration;
(4) attempts to extend arbitration obligations to disputes unrelated to the original contract;
(5) construes the contract in accordance with the laws of a state other than Minnesota;
(6) obligates state funds in subsequent fiscal years in the form of automatic renewal as defined in section 325G.56; or
(7) is inconsistent with chapter 13, the Minnesota Government Data Practices Act.

(b) If a contract is entered into that contains a term prohibited in paragraph (a), that term shall be void and the contract is enforceable as if it did not contain that term.

Solicitation Terms

1. Competition in Responding

The State desires open and fair competition. Questions from responders regarding any of the requirements of the Solicitation must be submitted in writing to the Solicitation Administrator listed in the Solicitation before the due date and time. If changes are made the State will issue an addendum.

Any evidence of collusion among responders in any form designed to defeat competitive responses will be reported to the Minnesota Attorney General for investigation and appropriate action.

2. Addenda to the Solicitation

Changes to the Solicitation will be made by addendum with notification and posted in the same manner as the original Solicitation. Any addenda issued will become part of the Solicitation.

3. Data Security - Foreign Outsourcing of Work is Prohibited

All storage and processing of information shall be performed within the borders of the United States. This provision also applies to work performed by subcontractors at all levels.

4. Joint Ventures

The State allows joint ventures among groups of responders when responding to the solicitation. However, one responder must submit a response on behalf of all the others in the group. The responder that submits the response will be considered legally responsible for the response (and the contract, if awarded).

5. Withdrawing Response

A responder may withdraw its response prior to the due date and time of the Solicitation. For solicitations in the SWIFT Supplier Portal, a responder may withdraw its response from the SWIFT Supplier Portal. For solicitations done any other way, a responder may withdraw its response by notifying the Solicitation Administrator in writing of the desire to withdraw.

After the due date and time of this Solicitation, a responder may withdraw a response only upon showing that an obvious error exists in the response. The showing and request for withdrawal must be made in writing to Solicitation Administrator within a reasonable time and prior to the State's detrimental reliance on the response.

6. Rights Reserved

The State reserves the right to:

- Reject any and all responses received;
- Waive or modify any informalities, irregularities, or inconsistencies in the responses received;
- Negotiate with the highest scoring Responder[s];
- Terminate negotiations and select the next response providing the best value for the State;
- Consider documented past performance resulting from a State contract may be considered in the evaluation process;
- Short list the highest scoring Responders;
- Require Responders to conduct presentations, demonstrations, or submit samples;
- Interview key personnel or references;
- Request a best and final offer from one or more Responders;
- The State reserves the right to request additional information ; and
- The State reserves the right to use estimated usage or scenarios for the purpose of conducting pricing evaluations. The State reserves the right to modify scenarios, and to request or add additional scenarios for the evaluation.

7. Samples and Demonstrations

Upon request, Responders are to provide samples to the State at no charge. Except for those destroyed or mutilated in testing, the State will return samples if requested and at the Responder's expense. All costs to conduct and associated with a demonstration will be the sole responsibility of the Responder.

8. Responses are Nonpublic during Evaluation Process

All materials submitted in response to this Solicitation will become property of the State. During the evaluation process, all information concerning the responses submitted will remain private or nonpublic and will not be disclosed to anyone whose official duties do not require such knowledge. Responses are private or nonpublic data until the completion of the evaluation process as defined by Minn. Stat. § 13.591. The completion of the evaluation process is defined as the State having completed negotiating a contract with the selected responder. The State will notify all responders in writing of the evaluation results.

9. Trade Secret Information

9.1 Responders must not submit as part of their response trade secret material, as defined by Minn. Stat. § 13.37.

9.2 In the event **trade secret data are submitted, Responder must** defend any action seeking release of data it believes to be trade secret, and indemnify and hold harmless the State, its agents and employees, from any judgments awarded against the State in favor of the party requesting the data, and any and all costs connected with that defense.

9.3 The State does not consider cost or prices to be trade secret material, as defined by Minn. Stat. § 13.37.

9.4 A responder may present and discuss trade secret information during an interview or demonstration with the State, if applicable.

10. Conditions of Offer

Unless otherwise approved in writing by the State, Responder's cost detail and all terms offered in its response that pertain to the completion of professional and technical services and general services will remain firm for 180 days, until they are accepted or rejected by the State, or they are changed by further negotiations with the State prior to contract execution.

11. Award

Any award that may result from this solicitation will be based upon the total accumulated points as established in the solicitation. The State reserves the right to award this solicitation to a single Responder, or to multiple Responders, whichever is in the best interest of the State, providing each Responder is in compliance with all terms and conditions of the solicitation. The State reserves the right to accept all or part of an offer, to reject all offers, to cancel the solicitation, or to re-issue the solicitation, whichever is in the best interest of the State.

12. Requirements Prior to Contract Execution

Prior to contract execution, a responder receiving a contract award must comply with any submittal requests. A submittal request may include, but is not limited to, a Certificate of Insurance.

13. Targeted Group, Economically Disadvantaged Business, Veteran-Owned and Individual Preference

Unless a greater preference is applicable and allowed by law, in accordance with Minn. Stat. § 16C.16, businesses that are eligible and certified by the State as targeted group (TG) businesses, economically disadvantaged (ED) businesses, and veteran-owned businesses will receive points equal to 12% percent of the total points available as preference.

For TG/ED/VO certification and eligibility information visit the Office of Equity in Procurement website at https://mn.gov/admin/business/vendor-info/oep/ or call the Division's Helpline at 651.296.2402.

14. Reciprocity

State shall comply with Minn. Stat. § 16C.06, subd. 7, as that applies to a non-resident vendor. This paragraph does not apply for any project in which federal funds are expended.

ATTACHMENT A: RESPONDER DECLARATIONS

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

A. **Response Contents.** The information provided is true, correct, and reliable for purposes of evaluation for potential contract award. The submission of inaccurate or misleading information may be grounds for disqualification from the award as well as subject the Responder to suspension or debarment proceedings as well as other remedies available by law

B. **Authorized Signature.** This Declaration is signed by the appropriate person(s), with the authority to contractually bind the Responder, as required by applicable articles, bylaws, resolutions, minutes, and ordinances.

C. **Non-Collusion Certification.**

1. The Proposal has been arrived at by the Responder independently and has been submitted without collusion and without any agreement, understanding or planned common course of action with any other vendor designed to limit fair or open competition; and

2. The contents of the Response have not been communicated by the Responder or its employees or agents to any person not an employee or agent of the Responder and will not be communicated to any other individual prior to the due date and time of this Solicitation. Any evidence of collusion among Responders in any form designed to defeat competitive responses will be reported to the Minnesota Attorney General for investigation and appropriate action.

D. **Organizational Conflicts of Interest.** To the best of Responder's knowledge and belief, and except as otherwise disclosed, there are no relevant facts or circumstances which could give rise to an organizational conflict of interest. An organizational conflict of interest exists when, because of existing or planned activities or because of relationships with other persons,

1. a vendor is unable or potentially unable to render impartial assistance or advice to the State;
2. the vendor's objectivity in performing the contract work is or might be otherwise impaired; or
3. the vendor has an unfair competitive advantage.

If after award, an organizational conflict of interest is discovered, an immediate and full disclosure in writing must be made to the State's Chief Procurement Officer which must include a description of the action which the contractor has taken or proposes to take to avoid or mitigate such conflicts. If an organizational conflict of interest is determined to exist, the State may, at its discretion, cancel the contract. In the event the Contractor was aware of an organizational conflict of interest prior to the award of the contract and did not disclose the conflict to OSP, the State may terminate the contract for default. Organizational conflicts of interest terms apply to any subcontractors for this work.

E. **Certification Regarding Lobbying.** For State of Minnesota Contracts and Grants over $100,000, the undersigned certifies, to the best of his or her knowledge and belief that:

1. No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, 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 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.

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, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, Disclosure Form to Report Lobbying in accordance with its 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 (including subcontracts, sub-grants, and contracts under grants, loans and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into and is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure.

F. **Copyrighted Material Waiver.** By signing its Response, the Responder certifies that it has obtained all necessary approvals for the reproduction and distribution of the contents of its response.

G. **Diverse Spend Reporting.** The Sample Contract contains a clause for Diverse Spend Reporting. When this clause applies, Contractor will be required to register in a free portal to report diverse spend.

Please see Diverse Spend Reporting Frequently Asked Questions for additional information.

By signing this form, Responder acknowledges and certifies compliance with all applicable requirements indicated above.

Company Name: ____

Signature: ____

Printed Name: ____

Title: ____

Date: ____

Phone Number: ____

Email Address: ____

ATTACHMENT B: EXCEPTIONS TO STATE'S TERMS AND CONDITIONS

The State presumes a responder agrees to the terms and conditions of this solicitation unless a responder takes specific exception to one or more of the conditions on this form.

The State reserves the right to reject, negotiate, or accept any exception listed to the State's terms and conditions (including those found in the attached Sample Contract).

INSTRUCTIONS: A responder must explicitly list all exceptions to State's terms and conditions, if any (including those found in the attached Sample Contract). Reference the clause number and page number of the State's term and condition for each of a responder's exceptions. If no exceptions exist, state "NONE" specifically on the form below. Whether or not exceptions are taken, the Responder must sign and date this form and submit it as part of their response. (*Add additional pages if necessary.*)

Clause and Page Number	Suggested Change to Clause	Explanation or Justification

By signing this form, I acknowledge that the above-named responder accepts, without qualification, all terms and conditions stated in this solicitation (including the sample contract) except those clearly outlined as exceptions above.

Signature: ____

Printed Name: ____

Title: ____

Date: ____

ATTACHMENT C: COST DETAIL

Responders must submit Attachment C “Cost Detail” form as their Cost Proposal. The rate(s) identified in the Cost Proposal must include all costs, including but not limited to: travel expenses, mass mailings, fees, commissions, compensation, indirect costs, equipment, supplies, and other charges.

Identify the level of the State’s participation in the contract and details of cost allowances for this participation. The State does not make regular payments based solely upon the passage of time; it only pays for services performed or work delivered after it is accomplished.

Submit the Attachment C: Cost Detail as a separate document(s) from your technical response for all copies of the Proposal. Do not include any cost information in the Technical Proposal part of the response. The Proposal must be open for acceptance until a contract is executed, the Solicitation is cancelled, or 180 days after the due date and time of the Solicitation, whichever comes first.

Responder must complete the chart below for each identified deliverable. The State reserves the right to negotiate additional tasks within the scope of this solicitation with the highest scoring responder.

Provide a list of all personnel expected to perform work under this contract in the chart below. Provide:

- Hourly rates shall broken down by staff level.
- Billable duties by staff level.
- Break down administrative costs that you will charge for and the rates and estimated time by staff level. Any communications or correspondence with the client and time spent billing the client should either be included with the rates for other services or should be estimated as a separate line item.

Name/Job Title	Billable Duties	Administrative Costs	Maximum Hourly Rate

TOTAL COST: $____

STATE OF MINNESOTA
VETERAN-OWNED PREFERENCE FORM

Unless a greater preference is applicable and allowed by law, in accordance with Minn. Stat. §16C.16, subd. 6a, the Commissioner of Administration will award up to a 12% preference on state procurement to certified small businesses that are majority owned and operated by veterans.

Veteran-Owned Preference Requirements - *See* Minn. Stat. § 16C.19(d):

1) The business has been certified by the Office of Equity in Procurement (OEP) as being a veteran-owned or service-disabled veteran-owned small business.

   or

2) The principal place of business is in Minnesota AND the US Small Business Administration verifies the business as being a veteran-owned or service-disabled veteran-owned small business under Public Law 109-461 and Code of Federal Regulations, title 13, part 128.

Statutory requirements and appropriate documentation must be met **by the solicitation response due date and time** to be awarded the veteran-owned preference. For Bids, the preference applies only to the first $2,000,000.

Claim the Preference

By signing below I confirm that:

My company is claiming the veteran-owned preference afforded by Minn. Stat. § 16C.16, subd. 6a. By making this claim, I verify that:

- The business has been certified by the Office of Equity in Procurement (OEP) as being a veteran-owned or service-disabled veteran-owned small business.
  or
- My company's principal place of business is in Minnesota **and** the US Small Business Administration verifies my company as being a veteran-owned or service-disabled veteran-owned small business.

Name of Company: ______________________________ Date: ______________________________

Authorized Signature: ______________________________ Telephone: ______________________________

Printed Name: ______________________________ Title: ______________________________

Sign and return this form with your solicitation response to claim the veteran-owned preference.

Workforce and Equal Pay Declaration Page

This form is **required for all businesses** executing government contracts under the following:

1. Select one:

- ☐ Businesses executing a contract with **State or Metropolitan agencies** in excess of $100,000 (Workforce Certificate) and if applicable $500,000 (Equal Pay Certificate)
- ☐ Businesses executing a contract with **University of Minnesota** for general obligation bond funded capital projects in excess of $100,000 (Workforce Certificate) and if applicable $500,000 (Equal Pay Certificate)
- ☐ Businesses executing a contract with **Political Subdivisions** for general obligation bond funded capital projects in excess of $250,000 (Workforce Certificate) and if applicable $1,000,000 (Equal Pay Certificate)

Select all that apply:

2. We are a Certificate holder:

- ☐ Workforce Certificate under the name: ____
- ☐ Equal Pay Certificate under the name: ____

3. We are applying/have applied for the following certificate(s):

- ☐ Workforce Certificate Application date (MM/DD/YYYY): ____________________
- ☐ Equal Pay Certificate Application date (MM/DD/YYYY): ____________________

4. We have not applied for one or both certificates:

- ☐ Our Company does not yet have a Workforce Certificate or Equal Pay Certificate. We acknowledge that a Workforce and, if applicable, Equal Pay Certificate, or approved exemption by MDHR is required before a contract can be executed.

5. We are Exempt:

- ☐ We attest to MDHR that we have not employed 40 or more employees on a single day during the prior 12 months in Minnesota or the state in where we have our primary place of business. MDHR may request the names of our employees during the previous 12 months, the date of separation, if applicable, and the current employment status and count.

6. Business Information

Vendor/Supplier ID	Business Name	Name of Contracting Agency
Authorized Signatory Name	**Title**	**Date**
Signature	**Email**	**Phone**

For assistance with this form, email the Minnesota Department of Human Rights **Compliance.MDHR@state.mn.us**

ATTACHMENT E: REFERENCE FORM

Responder/Company Name:
Contact Name:
Address:
Email:
Phone Number:

1. Description of project(s):

2. Dates of Engagement:

3. Were the project(s) completed on budget? If not, please explain.

4. Were the project(s) complete on time? If not, please explain.

5. What went well with the project(s)?

6. What could have gone better with the project(s)?