

West Virginia First Foundation, Inc.
Request for Proposals
for Banking Services

December 15, 2023

Re: Request for Proposals for Banking Services

I. BACKGROUND

West Virginia First Foundation, Inc. ("Foundation") was created according to the terms, provisions, and principles stated in the *West Virginia First Memorandum of Understanding* ("MOU") entered into by and among the State of West Virginia, counties, cities, villages, and towns located within the geographic boundaries of the State of West Virginia ("MOU"). The MOU directed that the State and the Local Governments create an independent private foundation for the purposes of receiving and disbursing opioid funds and for the purposes in the MOU and the Foundation's governing documents.

The Foundation is organized and exists as a nonprofit, nonmember corporation under W. Va. Code 31E-1-101 *et seq.* and is to be operated exclusively for charitable, educational, and scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, to hold, invest manage, and distribute the proceeds of Judgments and other funds for the support of evidenced-based strategies, programming or services used to expand the availability of treatment for individuals affected by substance abuse disorders or addiction; develop, promote and provide evidence-based substance use prevention strategies; provide substance use avoidance and awareness education; engage in enforcement to curtail the sale, distribution, promotion, or use of opioids and other drugs; decrease the oversupply of licit and illicit opioids; and support recovery from addiction to be performed by qualified providers as described in the MOU.

The Articles of Incorporation describe the Foundation's purposes as follows:

A. To promote the health and safety of West Virginians by implementing evidence-based strategies, programming, and/or services used to (i) expand the availability of treatment for individuals affected by substance use disorders and/or addiction; (ii) develop, promote, and provide evidence-based substance use prevention strategies; (iii) provide substance use avoidance and awareness education; (iv) engage in enforcement to curtail the sale, distribution, promotion or use of opioids and other drugs; and (v) decrease the oversupply of licit and illicit opioids and to (vi) support recovery from addiction to be performed by qualified providers;

B. To advocate for the interests of West Virginians by working with the State of West Virginia, and its counties, cities, villages *etc.*, to determine the best way to provide West Virginians with the programs and services described in Section A;

C. To promote the design, implementation, operation, and maintenance of a fully interoperable statewide network to facilitate the best use of abatement funds and information in West Virginia;

D. To fund the programs and services described in Section A above by disbursing through a competitive grant process funds to private organizations and government agencies engaged in such programs;

E. The Corporation shall not engage in activities which do not further the exempt purposes of the corporation, except for those nonexempt activities which are an insubstantial part of its activities as determined by the Internal Revenue Service;

F. To perform any lawful act for which corporations may be created and transact business in the state of West Virginia, consistent with not-for-profit status; and

G. To do any and all lawful acts and engage in any and all activities consistent with or in furtherance of its general purpose.

II. DESCRIPTION OF SERVICES REQUESTED

The Foundation is soliciting proposals from interested persons or firms for banking services. As of the date of this RFP, the funds of the Foundation include approximately \$218,000,000.00.

III. FORMAT; LENGTH; DEADLINES

Formal, written responses to this RFP are due by January 26, 2024, by PDF file transmitted by email to the Foundation c/o John Bsharah at jbsharah@lewisgianola.com (the "Foundation Contact"). Each response is limited to the equivalent of 25 pages with dimensions of 8" by 11" but excluding exhibits to the Response.

The schedule of deadlines for the RFP is described below. The Foundation in its sole discretion and for any reason reserves the right to vacate, extend, or modify part or all of the schedule of deadlines. In such case, the Foundation will notify each potential or actual Respondent for which the Foundation has contact information. Any notice of vacation, extension, or modification of the schedule of deadlines for the RFP will be posted to the Foundation's website. The Foundation will not extend the deadline to accommodate any single potential Respondent irrespective of its unique circumstances. If you have any questions or need additional information, email the Foundation Contact.

DEADLINE	ACTION
December 15, 2023	RFP released
No deadline	Notice of Intent to Respond Issue
January 12, 2024	Deadline to submit questions to the Foundation
January 17, 2024	Answers given to all respondents
January 26, 2024	Response deadline

February 2, 2024	Finalists notified
February 9, 2024	Interviews with finalists
February 16, 2024	Proposal or Proposals selected

IV. GENERAL

The Foundation invites each potential Respondent to give the Foundation its notice of intent to submit a Response; however, no potential Respondent is required to give the Foundation a notice of intent to submit its response as condition to the Foundation's consideration of its Response so long as the Response is timely submitted. Notices of intent will be and remain confidential until after any award.

The Foundation may make reasonable investigations to determine the ability of the Respondent to perform the services in this RFP. Upon the Foundation's written request, the Respondent shall furnish all such information and data for this purpose.

By submitting a Response, a Respondent certifies to the Foundation that it will conform to the Federal Civil Rights Act of 1964, as amended, the West Virginia Human Rights Act and analogous laws and statutes of the United States and of West Virginia; and that the Respondent will not discriminate against any employee or applicant for employment with the Respondent because of race, religion, color, sex, sexual orientation, national origin, age, disability, or any other basis prohibited by federal or state law relating to discrimination in employment, except where there is a *bona fide* occupational qualification reasonably necessary to the normal operation of the Respondent.

The Board will determine the finalists and winning proposal or proposals in its sole discretion based on its review of the responses.

Along with this RFP, the Foundation is issuing two RFPs for investment services and accounting services. Respondents may respond to one more RFPs from the Foundation. The Foundation may award one or more service contracts to the same Respondent. If you intend to respond to more than one RFP, please describe in each of your Responses why the Foundation would benefit from receiving multiple services from you.

V. RESPONSES AND MATERIALS

Responses to this RFP must include and comply with the following:

A. General Terms and Conditions

1. Submit any written Notice of Intent to Respond, together with contact information, by PDF file transmitted by email to the Foundation Contact. The Foundation invites each potential respondent to give the Foundation its notice of intent to submit a Response; however, no potential respondent is required to give the Foundation a notice of intent to submit its response as condition to the Foundation's consideration of its Response so long as its Response is timely submitted.

2. Submit your Response by PDF file transmitted by email to the Foundation Contact. The Response must be received by the Foundation before or on the deadline.
3. The Foundation reserves the right in its sole discretion to reject any and all Responses, to waive any irregularities in or omissions from any Response or the Request for Proposal process, and to negotiate or hold discussions with any Respondent.
4. All submissions, including Notices of Intent to Respond and Responses, will be subject to disclosure to the public after the selection of a Response.
5. In its sole discretion, the Foundation may decide to choose no Response for an award of a contract. In its sole discretion, the Foundation may, after submission of the Responses, choose to request additional information from any Respondent.
6. The Foundation may select one or more Respondents for contracts with the Foundation. The recommendation of a Respondent for an award of a contract with the Foundation shall not bind the Foundation. The selection of one or more Respondents for contracts with the Foundation shall not bind the Foundation.
7. If the Foundation selects one or more Respondents, then it intends to proceed to negotiate, approve and execute one or more contracts with the successful Respondent or Respondents. The negotiation of any contract shall not bind the Foundation.
8. If you have any questions, contact by email the Foundation Contact.

B. Primary Information, History, Experience and Conflicts

1. Describe yourself or your firm, including a brief history, corporate structure, and a description of your advisory model.
2. Give your local servicing office contact information, including primary contacts. Include the address, telephone number, email, and website.
3. Give biographies of the servicing team, including biographies of the primary advisors whom you propose to work with the Foundation.
4. Describe your experience and expertise with the management and oversight of charitable or foundation investment portfolios and assets.
5. Disclose conflicts of interest, including the appearances of conflicts in their absence, including affiliations with banking organizations. If conflicts or the appearances of conflict exist or would exist, how would you or your firm address them?
6. Describe any material litigation, regulatory, or legal proceedings in which you, including against individuals and parent entities, subsidiaries, or affiliates or any of the principals, are or have been involved over the five years preceding the date of your response.

7. Describe ancillary services that would benefit the Foundation.
 8. Describe your history of or commitment to social responsibility through philanthropy, volunteering, *etc.*, specifically in West Virginia communities.
- C. Checking, savings, investment, and credit accounts
1. Describe your primary checking account services.
 2. Describe your capabilities regarding CDARS or IDC/MMAX accounts to ensure all deposits are FDIC insured, or similar capabilities from credit union.
 3. Describe your capabilities regarding payroll checking account with automatic transfer.
 4. Describe your capabilities regarding interest bearing savings account, credit cards, deposits of cash receipts, wire transfer capabilities, and regular account statements.
 5. Describe your capabilities regarding advisory support for the Board of Directors and staff.
 6. Describe your capabilities regarding the ability to value, manage and, if necessary, dispose of nontraditional gifts.
 7. Describe your capabilities regarding compliance with state and federal banking laws, rules, and regulations.
- D. Online banking services
1. Describe your online capabilities.
 2. Describe your ability to have multiple user accounts with access and permissions determined on a by-user basis.
 3. Describe your ability to auto-pay credit card accounts from a checking account, and to limit who can make payments to which card account.
 4. Describe your capability to provide online statements and other information, including delivery of statements within 5 days of month end.
- E. General banking services
1. Provide an overview of the banking services you provide.
 2. Provide an overview of general or specific banking services you provide that would benefit the Foundation.
- F. Fees
1. Describe your fee structure as it relates to full-service banking services and advisory engagements.
 2. Describe any *ad hoc* fees.

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3. Please describe any additional fees that you might possibly charge in the course of performing your services applicable to the relationship.