

1. We understand that changes to the sample of companies to be valued could change over time depending on RSA's needs. Could we obtain a full listing of investments that could be under consideration so the firm could be prepared to staff the appropriate individuals should the listing change?

Please see section I.D of the RFP for the most recent valuations. Any additional valuations would be for investments in privately held companies. RSA does not anticipate drastic changes to the type or volume of valuations required.

2. Does the FINRA registered requirement extend to the entire team performing the valuations, or does this requirement just apply to the key personnel on the engagement team?

Per section I.N, "All professionals key to the valuation engagement must be FINRA licensed Series 7 or Series 79, and Series 63."

3. In our review of the RFP, we understand that there is a requirement to conduct in-person site visits with the management of each of the companies on an annual basis. Is the timing of these site visits intended to coincide with a specific valuation date? Or, is the scheduling of the site visit up to the discretion of the service provider so long as each company is visited once annually?

Generally, the scheduling is at the discretion of the service provider so long as the timing has no material impact to the valuation.

4. Is there a requirement that the individuals who participate in the due diligence site visits be FINRA registered?

See Section I.N.

5. Could you please provide a timeline regarding when we can expect to receive information from management in advance of each valuation date? In connection with our valuation analyses, will we have full access to each company's management team, or will we be coordinating requests for information, due diligence questions, etc. with the RSA team?

The timeline would depend on when you would formulate questions and send to individual Company Management; the vendor selected will coordinate directly with Company Management.

6. The RFP indicates that current financial information will be provided for the valuation. Could you please confirm that we would receive additional information regarding the terms of the underlying investments (in particular given there are some preferred and convertible securities), as well as current financial projections and management reporting packages?

Yes, if requested.

7. Based on our review of the RFP, we understand that the valuation dates are to be July 31 and January 31 each year. However, Section II.B.1 indicates that valuation dates will be February and August. Please confirm the valuation dates.

Company Management will provide all financial information as of January 31st and July 31st in February and August.

8. The RFP indicates that a valuation report is required for each quarter. Will RSA require a separate narrative report for each of the companies valued, or would you prefer to have a single report that covers the valuation of all 11 companies for each valuation date? Additionally, could you please confirm whether or not RSA has specific requirements for the reports in terms of content and format. Is there a requirement that the narrative reports be USPAP or CEIV compliant? Does RSA require a comprehensive narrative report, or will a letter report with supporting exhibits be sufficient for RSA's purposes?

Valuation reports are due twice a year, based on January 31st and July 31st information provided. Separate valuations of each company are required with each report to explain the various components of the derived valuation. There is no USPAP or CEIV compliance requirement. The reports should be comprehensive.

9. To understand the form of the opinion required in connection with these valuations, is RSA looking for a Point Estimate Fair Value, a Range of Fair Values, or simply a Positive Assurance review of RSA's internally prepared valuations?

A range and a midpoint

10. As part of the background of the firm, we understand that we are required to state that we are qualified to transact business in Alabama. Could you please confirm whether that is related to FINRA licensing requirements for Alabama, or are there other qualifications that are required to transact business in Alabama?

The requirement is to qualify with the Alabama Secretary of State and is not FINRA related.

11. Section II.B.11 and Section II.B.38 appear to be asking for bios for the key personnel involved with the proposal. We intend to provide firm bios for each of the personnel involved in the proposal, but don't want to assume that this will be sufficient. Is there is specific information required for Section II.B.38 that might not be captured in our firm bios, which largely reflect the individuals' resumes?

No.

12. Section II.B.15 requires a listing of all the clients serviced by the key personnel involved in the proposal and a description of each assignment. Since each of the people involved in the proposal all work with a large number of clients and there could be confidentiality issues around providing information regarding many of our engagements, we would like to confirm how much information regarding our client base is required for the proposal.

RSA requests that each proposer answer to the best of their ability, knowing that the responses will be taken into consideration by RSA when making its decision.

13. Section II.B.16 requests information regarding all employee turnover – departures and hiring/promotions – over the past five years and is requesting very specific information including names, reason for leaving, etc. This could potentially be a large list since the request is to look back over five years. Additionally, the request includes certain information that could be confidential or raise privacy concerns. Is there specific information that RSA is seeking that we can provide without running afoul of confidentiality/privacy issues?

RSA requests that each proposer answer to the best of their ability, knowing that the responses will be taken into consideration by RSA when making its decision.

14. Section II.B.25 requests a sample report for a recent engagement. Due to the confidentiality of the valuation work we perform, we cannot provide an actual client report, but could provide a sanitized report that provides RSA with an example of a deliverable. Could you please provide information regarding the format of the report you require, level of detail, exhibits, etc. so we can provide you with a sample report that will meet your requirements?

RSA requests that each proposer answer to the best of their ability, knowing that the responses will be taken into consideration by RSA when making its decision. A comprehensive evaluation of the factors used in the valuation of each Company and the reasoning behind the calculations should be included.

15. Our initial legal review of the sample contract and other required forms does not raise any initial questions, but we would like to confirm that the vendor selected to provide services to RSA could negotiate terms in these documents in good faith.

Most of the provisions included within the sample contract are required by law and are non-negotiable. In the event a proposer plans to request an edit to any provisions in the sample contract, they are required to disclose the edits in their proposal. RSA will not accept an edit unless it is allowed by law, and RSA reserves the right to reject all proposed edits to the form document.

16. Based on our review of the selection process, it appears that the “Finalist Interviews” are optional and comprise up to 10 additional points in the scoring system. Please confirm whether these interviews are required or optional. Is every provider that submits a Proposal subject to the Interview Process? Or, does RSA select a portion of finalists from the population of proposals who will be participating in the interview process?

RSA may or may not choose to conduct any finalist interviews, depending upon our analysis of the proposals. In the event RSA chooses to conduct one or more finalist interviews, the purpose is typically to obtain clarification around questions RSA may have regarding a proposal and to further allow RSA to differentiate among the top two to three proposals. RSA reserves the right to request interviews with all proposers but rarely does so. Finalist interviews will be held virtually in the form of either a video conference or audio conference call.