

**REQUEST FOR QUALIFICATIONS
AND QUOTATION (RFQQ) FOR
EXTERNAL REVIEW OF
INTERNAL AUDIT PROCEDURES
RFQQ # 19-02**



**Washington State
Investment Board**

September 25, 2018

IDENTIFICATION OF OFFEROR'S PROPRIETARY INFORMATION

Offerors are advised that the Washington State Investment Board is a Washington State Public Agency and is thus subject to public records requests. There are permissible exemptions from public disclosure pursuant to chapter 42.56 Revised Code of Washington (RCW) but they are limited, narrow in scope and strictly construed. Offerors wishing to claim portions of their response as confidential and exempt from public disclosure are advised to carefully read sections 5.5.1 and 5.6 of this RFQQ for more detail.

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SECTION 1: INTRODUCTION

1.1 Background

The Washington State Investment Board (WSIB), a Washington state agency, manages investments for 17 retirement plans for public employees, teachers, school employees, law enforcement officers, firefighters and judges.

The WSIB also manages investments for several other important public funds that benefit Washington's industrial insurance program, colleges and universities, and developmental disability programs.

Total assets under management as of March 31, 2018, were \$129 billion. Further information is available on our website: www.sib.wa.gov.

The WSIB's Internal Audit consists of 2 professionals, including the Audit Director who reports administratively to the Executive Director and functionally to the Board, through the Board's Audit Committee.

Chapter 43.88.160(4)(a) of the Revised Code of Washington requires state agency and WSIB internal audit functions to comply with The Institute of Internal Auditors' (IIA) *International Standards for the Professional Practice of Internal Auditing (Standards)*. WSIB Policy 1.00.190 Internal Audit Charter, and the *Standards*, require that the WSIB's internal audit function undergo an external quality assurance review at least once every five years to assess compliance with the Standards and to assess the quality of the internal audit function. A periodic external quality assurance review of the internal audit function is a required part of the WSIB's comprehensive quality assurance and improvement program.

1.2 Purpose

The Contractor will perform a full external assessment of the WSIB internal audit function to determine compliance with The Institute of Internal Auditor's *International Standards for the Professional Practice of Internal Auditing (Standards)* and Code of Ethics. The review will be conducted in accordance with The Institute of Internal Auditor's *Quality Assessment Manual for the Internal Audit Activity* (2017 edition).

1.3 Overview of the Organization

The WSIB is a state agency with offices located in Olympia and Seattle, Washington. The WSIB performs "all duties prescribed by law with respect to the investment of public trust and retirement funds." RCW 43.33A.010 Led by an independent 15-member Board, as described in RCW 43.33A.020, the Board conducts its investment activities in accordance with applicable state laws and investment policies and procedures designed to maximize returns at a prudent level of risk and acts exclusively in the sole interests of the funds' stakeholders and beneficiaries. The Board generally meets seven to eight times per year to set policy, review investment results, and act upon staff and consultant recommendations.

The agency is composed of three primary divisions: Investments, Operations, and Institutional Relations, and is headed by an Executive Director appointed by the Board. The Board and agency are governed by general statutes and rules established for all state agencies, officials, and employees in the performance of their public duties, as well as internal policies and procedures.

SECTION 2: STATEMENT OF WORK

2.1 Services to be provided and Assignment of Work

The Contractor will perform a full external quality assessment of the WSIB internal audit function. The Contractor will:

- Assess the internal audit function's conformity to The Institute of Internal Auditor's *International Standards for the Professional Practice of Internal Auditing (Standards)* and Code of Ethics.
- Evaluate the internal audit function's efficiency and effectiveness in carrying out its mission as set forth in Internal Audit Charter (Board Policy 1.00.190).
- Identify opportunities to enhance the internal audit function's management of resources and work processes, as well as its value to the WSIB.

2.2 Contract Management

The WSIB's Auditor Director will be designated as the WSIB's Contract Manager as indicated in the Contract. The Contract Manager will be responsible for:

- Clarifying with the Contractor the expectations of the WSIB and how the WSIB envisions the relationship working on a day-to-day basis during the project.
- Providing overall direction and coordination.
- Monitoring Contractor progress against contractual commitments and approving payment.
- Requesting status reports with Contractor as needed.

SECTION 3: OFFEROR QUALIFICATIONS

3.1 Mandatory Minimum Qualifications

Proposals in response to this RFQQ must meet the minimum requirements set forth below. Proposers who do not meet the following minimum requirements, or who do not comply with the material specifications, terms and conditions of this RFQQ will be considered non-responsive and will be rejected. Proposers must provide proof to demonstrate that their firms meet these minimum requirements.

- Prior experience in performing external quality assessment reviews.
- Relevant certifications such as CIA, CPA, CFA, or other relevant industry certification.
- Knowledge of leading internal auditing practices.
- Sufficient experience in the practice of internal auditing at a management level.
- Independent from the Washington State Investment Board.

SECTION 4: GENERAL INFORMATION

4.1 Definitions

- "Apparently Successful Offerors" or "Successful Offerors" means the Offerors selected by the Washington State Investment Board (WSIB) as entities qualified to perform the services.
- "Business Day" means any day of the week other than Saturday, Sunday, or a holiday observed by the State of Washington or the Federal Reserve Board.
- "Contract" means the Optional-Use Contract awarded to an Offeror.
- "Contractor" means the external audit firm awarded a Contract through this RFQQ.
- "Executive Director" is the agency employee authorized by RCW 43.33A.100, who serves as the senior executive of all staff operations.

- “Offeror” means an entity intending to submit or submitting a response to obtain a Contract.
- “Response” means all information submitted in reply to this RFQQ, including any additional information requested by or provided to the WSIB.
- “RFQQ” means this Request for Qualifications and Quotations, any addendum or erratum thereto, or Offeror’s written questions and the respective answers, and any related correspondence that is: (1) addressed to all Offerors, and (2) signed by the Executive Director, their designee, or the RFQQ Coordinator.
- “WSIB” means the Washington State Investment Board, described in RCW 43.33A.020 and staff authorized by RCW 43.33A.100. It may also be referred to as “Board” or “Agency” in this RFQQ.
- Additional contract definitions are provided in Exhibit A, on page one of the Attachment A General Terms and Conditions of the Sample Contract.

4.2 Compensation and Payment

The level of compensation attributable under the contract will be set in the contract. The total compensation negotiated for the contract must be consistent with those fees set forth in the Offerors proposal.

4.3 Expected Time Period for Contract

The WSIB expects to execute a contract no later than mid-December 2018, and the contract will start immediately. WSIB expects the final report to be completed and submitted by May 14, 2019. Attendance at the WSIB’s Audit Committee on June 4, 2019, to present the final report to senior management and the Audit Committee.

4.4 Eligibility to Compete

To eliminate potential conflicts, the WSIB does not generally hire entities that wish to provide both investment management as well as consulting services. Therefore, any firm, which either as a parent company, subsidiary, or affiliate, that is currently performing investment consulting services for the WSIB, may not compete in this RFQQ. The firm(s), or any subsidiary, affiliate or parent company thereof, selected as a result of this RFQQ may not compete during the term of the resulting contract, and any extensions thereto, in any subsequent WSIB procurement, the main purpose of which is to hire a firm or firms for investment consulting services.

SECTION 5: INSTRUCTIONS FOR COMPLETING AND SUBMITTING BIDS

5.1 Board Contact

The RFQQ Coordinator is the sole point of contact at the WSIB. All communications to the WSIB are to be directed in writing to Contracts@sib.wa.gov.

Contact not previously authorized by the RFQQ Coordinator with other WSIB staff or Board members regarding this procurement after issuance of this RFQQ may disqualify the Offeror.

WASHINGTON STATE INVESTMENT BOARD
ATTN: PHIL BRADY, RFQQ Coordinator
2100 EVERGREEN PARK DRIVE SW, P.O. BOX 40916
OLYMPIA, WA 98504-0916

TELEPHONE: (360) 956 - 4748

E-MAIL: Contracts@sib.wa.gov

5.2 Intent to Respond and Questions

Any questions regarding this RFQQ must be in writing and must be received by email at Contracts@sib.wa.gov by 4:30 p.m. Pacific Daylight Time, October 3, 2018. Non-submittal of Questions does not preclude the Offeror from submitting their Proposal.

The RFQQ Coordinator will respond to all questions in writing and post responses on the WSIB website at www.sib.wa.gov for retrieval and review by October 8, 2018. Offerors are encouraged to check the website frequently for this posting. It is incumbent on an Offeror to obtain this information once posted to ensure their response is truly responsive.

5.3 Schedule of Procurement Activities

The following schedule of activities must be adhered to by all Offerors:

Timetable – Transition Manager Search 2018	
Event	Date
RFQQ Issued	September 26, 2018
Firms Submit Questions	October 3, 2018
WSIB Provides Responses	October 8, 2018
Responses due to WSIB	October 15, 2018
Selection Notification	October 26, 2018
Presentation to the WSIB Audit Committee	December 4, 2018
Contract Approval by the Board	December 13, 2018
Assessor provides WSIB with a list of requested documentation/information	December 31, 2018
WSIB Internal Audit Materials made available	January 31, 2019
Preliminary Report	April 26, 2019
Final Report	May 14, 2019
Present Final Report and Results to the WSIB Audit Committee	June 4, 2019
Deliverables are Subject to Review and Approval by WSIB Prior to Payment	

5.4 Procurement Modification

The WSIB reserves the right to change the Schedule or modify any part of the RFQQ process by issuance of an addendum to all participating Offerors. The WSIB also reserves the right to cancel or reissue the RFQQ in whole or in part, and for any reason, at the sole discretion of the WSIB at any time prior to execution of a contract. In the event it becomes necessary to revise any part of the RFQQ, addenda will be posted on the WSIB web site. Offerors are advised to check the site regularly prior to the due dates.

5.5 Procurement Instructions

5.5.1 Submitting Responses

Please send an electronic copy to contracts@sib.wa.gov. The completed electronic version of the RFQQ must be delivered by October 15, 2018. Earlier responses are welcome, and any response delivered after the deadline will not be considered.

If your Response contains information you consider confidential and proprietary, please mark it such and include a second electronic version with your Response labelled “Copy for Reproduction” with the confidential portions redacted or omitted. Delete only sections of “confidential” information, not the entire page unless the entire page can be defended as confidential. This electronic version will be used as the basis of a response to any Public Records Requests made for a copy of your Response. Where sections of confidential information have been deleted in this electronic version, insert this parenthetical text: “(CONFIDENTIAL INFORMATION REMOVED)” in at least 24 point type and bold. Please secure this electronic version of the “Copy for Reproduction” in a manner that will still allow the WSIB to copy the protected electronic file onto its servers, but will not allow editing of the information, nor allow access to redacted materials or information. In addition to the “copy for reproduction,” please identify those portions that are claimed as confidential in a response transmittal letter pursuant to sections 5-6. Those Responses not marked “Confidential” are subject to full disclosure under the state Public Records laws, as will be any Responses marked “Confidential” in their entirety.

WSIB reserves the right to retain all Responses and accompanying documentation submitted and to use any ideas contained in Responses regardless of whether that Response is selected. Responses retained will become the property of WSIB and will not be returned. Submission of a Response constitutes acceptance of all conditions contained in this RFQQ, unless clearly and specifically noted in the Response submitted and confirmed and expressly accepted in the subsequent contract between the firm and WSIB.

5.5.2 Information and Format Requirements

All of the conditions set forth in this section must be included, and addressed thoroughly and completely by the Offeror before the WSIB will accept a Response to this RFQQ.

When responding to this RFQQ, we encourage you to describe the ways in which you believe your organization’s service is unique or would add particular value. Please be succinct in your answers and, if certain services cannot be provided, please so state when appropriate. Your Proposal must include answers to all requests for response to permit evaluation, and shall include bookmarks and section titles separating the following parts:

- A description of how the minimum criteria is met.
- The names of the proposed lead assessor and team member(s), if applicable. Please include a resume with the membership and credentials. The proposed members should have relevant industry experience (investment or public pension fund).
- A list of major clients for which your firm has provided quality assurance reviews.
- At least three (3) references for whom the bidder has provided similar services during the past thirty-six months. If available, at least two references should be state and local government agencies for whom the bidder has provided similar services.

In addition, please provide responses to the following:

- Discuss how your firm/proposed assessor meets the minimal qualifications listed. This must include:
 - An overview of the firm’s internal audit practice, capabilities, and experience. (100 points)
 - An overview of your firm’s experience in performing quality assurance reviews. (100 points)
 - The lead assessor’s experience in internal auditing, the level of position held, and relevant certifications. (100 points)
 - The lead assessor’s experience in performing quality assurance reviews. (100 points)
- Certify the lead assessor’s independence from the WSIB and that no conflicts of interest exist between the review team and the WSIB and/or staff. (100 points)
- Information obtained from reference checks (100 points)

5.6 Proprietary Information

All material submitted in Response to this RFQQ will become the property of the WSIB. Such material is subject to public disclosure requests pursuant to Washington's Public Records Act, found in chapter 42.56 RCW, as well as pursuant to rules promulgated by the WSIB, in chapter 287-02 Washington Administrative Code (WAC) and cases decided by Washington courts. The WSIB's public records policy may be viewed at: www.sib.wa.gov/boardandcommittees/policies/2_00_250.pdf

All submissions will be treated as confidential and exempt from public disclosure until the Successful Offeror(s) resulting from this RFQQ, if any, is announced by the WSIB. Thereafter, submissions are subject to public disclosure, unless material has been properly designated as confidential and satisfies one of the exemptions from public disclosure under Washington laws.

The materials submitted by the Apparently Successful Offeror will be attached to the resulting Contract and incorporated therein by that attachment. In general, unless particular material has been properly designated as confidential and exempt from public disclosure under Washington laws, such materials will be deemed public records and subject to public disclosure requests.

In the event that an Offeror desires to claim portions of their response as exempt from disclosure under the provisions of Washington's laws, as noted above, it is incumbent upon that Offeror to clearly identify those portions which are claimed as confidential in a response transmittal letter and to provide a "Copy for Reproduction" as noted in section 5.5.1. The transmittal letter must identify the page and particular exemption(s) from disclosure upon which it is making its claim. The generally available exemptions from public disclosure are noted in the WSIB's public disclosure policy, which may be accessed at the WSIB's web pages at the address noted above. Designating the entire response as confidential or proprietary information is not acceptable and will not be honored, and it may subject the offeror's response to being rejected for not being responsive.

The WSIB will consider all requests for exemption from disclosure; however, the agency will make a decision predicated upon RCW 42.56.210-.480 and the current WSIB Public Records Policy. In so doing, the WSIB will exercise good faith in responding to requests for public disclosure of public records, will not discriminate between persons requesting records, and will protect legitimate confidentiality interests.

If any of the specifically requested information is marked as "confidential" in the response but in the opinion of the WSIB does not conform to any one of the enumerated exemptions from disclosure in RCW 42.56.210-.480, such information will not be made available until at least five (5) business days after the affected Offeror has been notified that the information has been requested, to permit the Offeror an opportunity to contest the public disclosure request.

Should a successful Offeror obtain a court order from a Washington State court of competent jurisdiction prohibiting disclosure of parts of its Response prior to the execution of the Contract incorporating the same, the WSIB will comply with the court order. The burden is upon a successful Offeror to evaluate and anticipate its need to maintain confidentiality and to proceed accordingly.

If the affected Offeror has undertaken proceedings within the timeframe to obtain a court order restraining the WSIB from disclosure of the “confidential” information within those five (5) days, the WSIB will not disclose such information until resolution of the court proceeding. Upon failure to make application for judicial relief within the allowed period, the information will be disclosed.

It should be noted, however, that time is of the essence in this solicitation process. Although the WSIB will work in good faith to accommodate legal proceedings concerning confidential information, a delay in execution of the Contract to accommodate a petition to the courts might not be possible or might not be granted.

5.7 Records Retention

After the date of the announcement of the Apparently Successful Offerors, the WSIB will retain all products of information received under this procurement in accordance with state record retention laws.

5.8 Preparation and Travel Costs

Expenses for the development and submission of required information are the sole responsibility of the Offeror(s). The WSIB will not be liable for any costs associated with preparation and submission of information submitted in response to this RFQQ.

The Offeror assumes responsibility for their personnel's travel and associated costs as they relate to this RFQQ. These costs must be considered in the cost of the fees that will be proposed.

5.9 Response Evaluation

5.9.1 Evaluation Process

The review of the Offeror will be based upon the completeness of the response, reputation, cost of services, quality of previous performance, if any, and any subsequently requested materials. Responses will be reviewed by evaluators who are representatives of the WSIB. After review of the Responses, the evaluators may select a group of Offerors for either phone or face-to-face interviews or may make a decision based on the materials.

The WSIB reserves the right, at its sole discretion, to reject, without penalty, any and all responses received. The final selection, if any, will be the Response which in the opinion of the WSIB best meets the requirements set forth in the RFQQ and are in the best interest of the WSIB and the state of Washington.

The selection will be accomplished through the following process.

- The WSIB will evaluate the acceptable Responses against the items shown in the “Evaluation Criteria” section.
- Through the Response evaluation process, the evaluators will identify an Offeror.

Staff will recommend Offeror to the Audit Committee for its consideration. If the Audit Committee approves, the Committee will recommend final Offeror to the Board for its approval.

Through the selection process, WSIB reserves the right: (i) not to select any proposal; (ii) to select any portions of a particular proposal for further consideration; (iii) to accept a proposal other than the lowest cost proposal

submitted; or (iv) to reject any and all proposals received if such action is considered by WSIB in its sole discretion to be in the best interests of WSIB.

5.9.2 Bid Evaluation Criteria

Proposals will be evaluated by WSIB staff, and WSIB will make any final decision to award the contract. During the evaluation process, the Board and staff may, at its discretion, request in person presentations and interviews for additional evaluation. Proposals will be evaluated based on, but not limited to, the following criteria:

- Overall quality and responsiveness of proposal
- Personnel and documented experience of key professionals
- Infrastructure, project and operational discipline and processes
- Fees for services requested and associated costs

SECTION 6: WSIB RIGHTS

6.1 Information Clarifications/Rejections

Determination of clarity and completeness in the Responses to any of the provisions in this RFQQ will be made solely by the WSIB. The WSIB reserves the right to require clarification, additional information, and materials in any form relative to any or all of the provisions or conditions of this RFQQ.

The WSIB reserves the right to reject any or all Responses at any time prior to the execution of a contract acceptable to the WSIB, without any penalty to the WSIB.

6.2 Contract Award

The WSIB intends to award a contract to the Apparently Successful Offeror with the best combination of attributes based on the evaluation criteria listed in the “Bid Evaluation Criteria” Section 5.9.2 of this RFQQ.

The WSIB reserves the right to make an award without further discussion of the Response submitted. Therefore, the Response should be submitted initially on the most favorable terms which the Offeror can propose. There will be no best and final offer procedure. The WSIB does reserve the right to contact an Offeror for clarification of its Response.

The Offeror should be prepared to accept this RFQQ for incorporation into a Contract resulting from this RFQQ. Contract negotiations may incorporate some or all of the Offeror’s entire Response. It is understood that the Response will become a part of the official procurement file on this matter without obligation to the WSIB.

Should the WSIB fail to negotiate a Contract with an Apparently Successful Offeror, the WSIB reserves the right to negotiate and contract with the next most qualified Offeror.

6.3 Publicity

No informational pamphlets, notices, press releases, research reports, and/or similar public notices concerning this project may be released by the Apparently Successful Offeror without obtaining prior written approval from the WSIB.

6.4 Waivers

The WSIB reserves the right to waive specific terms and conditions contained in this RFQQ.

It is be understood by Offerors that the information provided is predicated upon acceptance of all terms and conditions contained in this RFQQ unless the Offeror has obtained such a waiver, in writing, from the WSIB prior to submission of any requested information. Any waiver, if granted, will be granted to all Offerors.

SECTION 7: MISCELLANEOUS TERMS AND CONDITIONS

7.1 Successful Offeror Notification

On or about the date specified in Section 5.3, “Schedule of Procurement Activities,” of this RFQQ, a letter indicating whether the Offeror was selected as an “Apparently Successful Offeror” will be emailed to each Offeror who submitted a Response, in accordance with the procedures specified in this RFQQ.

7.2 Right to Protest, Determination of Timeliness, and Protest Procedures

Any actual Offeror who is aggrieved in connection with the procurement or award of a contract may protest, in writing, to the Legal Department of the WSIB. Only protests identifying an issue of fact concerning a matter of bias, discrimination or conflict of interest, or non-compliance with procedures described in the procurement document or agency policy will be considered.

Offerors protesting this procurement solicitation or award must follow the procedures described herein. Protests that do not follow these procedures will not be considered. This protest procedure constitutes the sole administrative remedy available to Offerors under this procurement.

Upon exhaustion of this remedy, no additional recourse is available within the WSIB. Chapter 34.05 RCW, Administrative Procedures Act (APA), does not apply to this procurement.

All protests must be in writing and signed by the protesting party or an authorized agent. The protest must state all facts and arguments on which the protesting party is relying. All protests shall be addressed to the Washington State Investment Board, Legal Department, and the RFQQ Coordinator.

7.2.1 Contents of Protest

To expedite handling of protests, the envelope should be labeled “Protest.” The written protest must include, at a minimum, the following:

- The name and address of the protester
- The appropriate identification of the procurement, including contract number if a contract has been awarded.
- A statement of reason(s) for the protest.
- Any supporting exhibits, evidence, or documents to substantiate any claims unless not available within the filing time, in which case a descriptive title of the document and its expected availability date shall be indicated.

If a protest may affect the interest of any Offeror(s), such Offeror(s) will be given an opportunity to submit its view and any relevant information on the protest to the WSIB Contracts Office.

7.2.2 Types of Protest

- Protests of the RFQQ documents or processes must be received by the WSIB Contracts Office no later than 3:00 p.m., Pacific Time five (5) business days prior to the date Responses are due. Filing of a protest about the RFQQ does not entitle the protesting party to an extension of time for submitting its Response.
- If the protest is for rejection of an Offerors' submitted Response, the protest must be received by the WSIB Contracts Office no later than 3:00 p.m., Pacific Time on the fifth business day following Offeror's receipt of the notice of rejection, whether oral or written, or the announcement of the Apparently Successful Offeror(s), whichever occurs first. Only those who are eligible to submit a Response under the criteria established for the particular procurement involved may protest the rejection of submitted information.
- If the protest is regarding the award of a contract to an Apparently Successful Offeror under this RFQQ, the protest must be received by the WSIB Contracts Office no later than 3:00 p.m., Pacific Time on the fifth business day following the date of the notification of Apparently Successful Offeror letter, outlined in Section 7.2 of this RFQQ. Only those who have submitted a valid bid under the criteria established for this particular RFQQ may protest the award of a contract.

Upon receipt of a protest, a protest review will be held by the Chief Operations Officer to review the RFQQ process utilized. This is not a review of Responses submitted. The review is to ensure agency policy and procedures were followed, all requirements were met, and all Offerors were treated equally and fairly.

The Chief Operations Officer will consider the record and all facts available and issue a decision within five (5) business days of receipt of the protest unless additional time is required. In which case, the protesting party will be notified by the Chief Operations Officer or the RFQQ Coordinator of the delay. The decision of the Chief Operations Officer will be final and conclusive.

7.3 Debriefing of Unsuccessful Offerors

Unsuccessful Offerors will be afforded a debriefing conference upon request. The request for a debriefing conference must be received by the RFQQ Coordinator within three (3) business days after mailing by WSIB of a notification to the unsuccessful Offerors. Discussion will be limited to a critique of the requesting Offeror's Response. Comparisons between Responses or evaluations of the other Offeror's Responses will not be allowed. Debriefing conferences may be conducted in person or by telephone/video conference and will be scheduled for a maximum of one hour. The debriefing conference must be held within thirty (30) days after mailing by the WSIB of notification to the unsuccessful Offerors.

7.4 Stay of Contract Execution During Protests

In the event of a timely protest, the WSIB may proceed further with the procurement but shall not execute the Contract unless the protest is decided or until the Executive Director or a designee makes a written determination that the award of the Contract without delay is necessary to protect substantial interests of the WSIB.

7.5 Entitlement to Costs

In addition to any other relief, when a protest is sustained and the protesting Offeror should have been awarded a Contract under the procurement but was not, then (except if the protesting Offeror is found to be substantially at fault) the protesting Offeror shall be entitled to its reasonable submission preparation costs, but not attorneys' fees or anticipated profits.

7.6 Minority & Women-Owned Business Participation

In accordance with the legislative findings and policies set forth in chapter 39.19 RCW, the state of Washington encourages participation in all of its contracts by firms certified by the Office of Minority and Women's Business Enterprises (OMWBE). Participation may be either on a direct basis in response to this solicitation or on a subcontractor basis. However, no preference will be included in the evaluation of proposals, no minimum level of MWBE participation shall be required as a condition for receiving an award and proposals will not be rejected or considered non-responsive on that basis. Any affirmative action requirements set forth in federal regulations or statutes included or referenced in the contract documents will apply.

7.7 General Contract Terms and Conditions

A contract may result between WSIB and the successful Offeror from this procurement process. Exhibit A of this RFQQ contains the special and general terms and conditions that shall be agreed to.

The submission of a response constitutes acceptance by the Offeror of the special and general terms and conditions.

The WSIB's intent is to have the sample contract accepted as presented without material changes. It is strongly recommended that your firm's legal counsel review the attached contract. If your firm is unwilling or unable to accept the terms of the contract set forth, you must identify your concerns in a cover letter that is to accompany your Certifications and Assurances, and must include a red-line markup of Exhibit A outlining proposed changes. However, WSIB reserves the right at its sole discretion to approve or disapprove changes to the contract.