SAGEVIEW ADVISORY GROUP PROPOSAL

City of Novi

Investment Advisor Consultant Services

Sarah Parker, CPFA, AIF, NQPC
Retirement Plan Consultant
159 Crocker Park Road, Suite 400
Westlake, OH 44145
216.965.5036
sparker@sageviewadvisory.com

150 Crocker Park Road
Suite 400
Westlake, OH 44145

September 13, 2024

Thank you for allowing SageView Advisory Group (SageView) to present our firm's capabilities for investment management services to the City of Novi (City). We hope our response not only conveys our commitment to fulfilling the requested needs, but also our consulting abilities and enthusiasm to provide services in the context of a collaborative partnership.

Since our inception 35 years ago, SageView has been focused on providing independent and unbiased investment advisory and consulting services to clients. SageView has grown to become one of the most highly respected teams of consultants, investment advisors, and analysts. **Our competitive advantage is our nationally recognized and rigorous conflict-free investment oversight process coupled with our local presence.** Our offices across the United States are staffed with industry veterans with extensive experience and insight that leads to measurable client outcomes. We work closely with the nation's top policy and legal experts and are frequently asked to participate on panels or write about technical, legal, investment, and education issues affecting investment consulting.

SageView is among a select group of investment advisory firms to be awarded the CEFEX certification for Fiduciary Practices by the Centre for Fiduciary Excellence for more than 15 consecutive years. Through this independent assessment and audit, the certification provides assurance to clients that SageView has demonstrated adherence to the industry's best fiduciary practices.

As you read through our proposal, we hope you find that we have effectively communicated our core strengths and ability to provide day-to-day consulting in a way that furthers your organizational goals. Thank you again for the opportunity to convey our capabilities; we would be honored to serve the City's Committee.

Sincerely,

Sarah Parker

Sarah Parker, CPFA, AIF, NQPC
Institutional Consultant
216.965.5036
sparker@sageviewadvisory.com

SAGEVIEW ADVISORY GROUP PROPOSAL

1. **Name of firm, its address, telephone number, and primary contacts for the request for information.**

   Sarah Parker, CPFA, AIF, NQPC
   Institutional Consultant
   SageView Advisory Group
   159 Crocker Park Road, Suite 400
   Westlake, OH 44145
   T (216) 965-5036
   sparker@sageviewadvisory.com

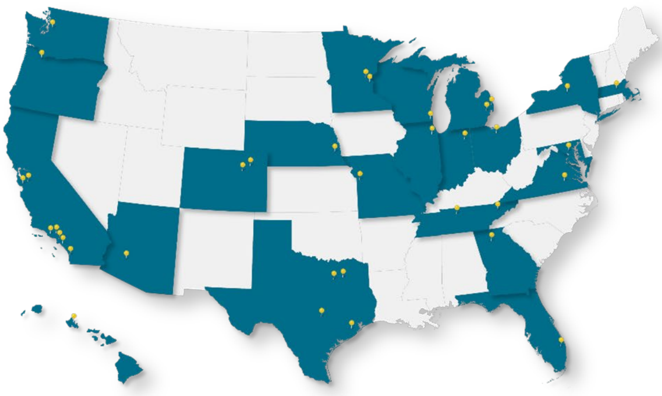
2. **General information about the firm (i.e. Number of employees, local and national operations, location of office to provide services)**

   SageView Advisory Group (SageView) is a SEC Registered Investment Advisory (RIA) firm founded in 1989 to provide fiduciary and investment consulting services. We provide investment advisory services, including investment management, asset allocation services, fiduciary governance, vendor/fee benchmarking, plan design consulting, plan compliance operations, managing vendor relationships, and employee education.

   We have provided a general timeline of our firm's history below:

   - 1989 – Firm founded in Irvine, CA (now in Newport Beach, CA)
   - 2003 – Opened second office in Los Angeles, CA
   - 2004 – Acquired Willis Insurance Retirement Practice
   - 2008 – Established DB/Actuarial Group and began offering 3(38) services
   - 2009 – Portfolio assets to which we consult surpassed $10 billion
   - 2010 – Number of portfolios to which we consult surpassed 500
   - 2011 – SageView Foundation launched to share a portion of SageView's success with those in need
   - 2012 – Portfolio assets to which we consult surpassed $25 billion
   - 2013 – CEO, Randy Long received Lifetime Achievement Award from PLANADVISER Magazine
   - 2014 – Named Multi-Office Retirement Plan Adviser of the Year by PLANSPONSOR Magazine
   - 2016 – Acquired advisors from Arnerich Massena
   - 2018 – Cumulative SageView Foundation charitable donations exceeded $1 million
   - 2020 – Partnership with Aquiline Capital Partners
   - 2021 – Acquired MJM401k, Bloomfield Hills Financial, and Arnerich Massena's remaining business
   - 2022 – Acquired Channel Financial, Capital One Investing, and kPlans, Summit Financial Consultants, Lakeview Financial Services, Horsetooth Financial
   - 2023 – Acquired Retirement Benefits Group and Palmer Retirement Consulting; Our firm founder, Randy Long transitions from the role of CEO to the role of Chairperson of the Board, and John Longley is appointed new CEO

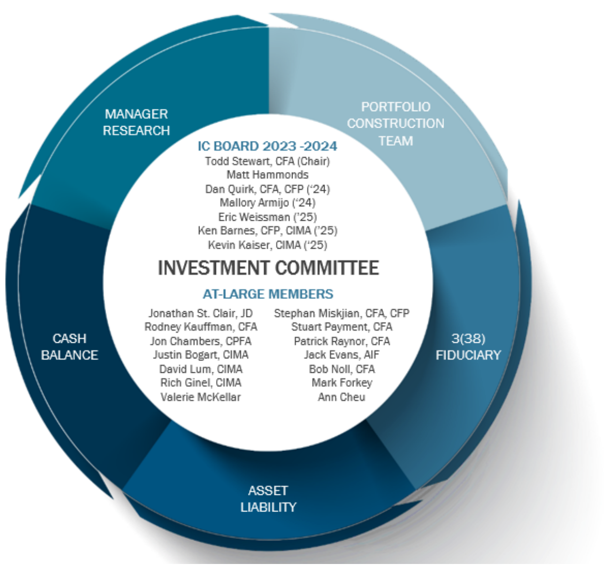
SageView is a privately held organization owned by its employees along with a significant interest from private equity firm Aquiline Capital Partners. Please note that we do not have any parent or affiliated companies. Today, SageView has 265 employees in 34 offices across the nation in the following locations:



Atlanta, GA	Dallas, TX	Newport Beach, CA
Austin, TX	Denver, CO (2)	Northampton, MA
Bloomfield Hills, MI	Fort Wayne, IN	Omaha, NE
Boston, MA	Fort Worth, TX	Phoenix, AZ
Chicago, IL	Honolulu, HI	Portland, OR
Cleveland, OH	Minneapolis, MN (2)	
San Diego, CA	Milwaukee, WI	Richmond, VA
San Jose, CA	Seattle, WA	Westlake Village, CA
Houston, TX	Syracuse, NY	Woodside, CA
Kansas City, MO	Valencia, CA	
Knoxville, TN	Washington, DC	
Los Angeles, CA	West Palm Beach, FL	

Of our 265 employees, 189 individuals are dedicated to retirement plan consulting, 49 individuals are dedicated to private wealth management, and 27 individuals are dedicated to providing corporate resources in departments such as Accounting, Finance, Human Resources, and Marketing.

We have 37 investment professionals who contribute to investment research across the following sub-committees, dedicated to retirement plan consulting:



MANAGER RESEARCH TEAM
- Conducts qualitative due diligence for client investments
- Sources new investment ideas
- Maintains SageView scoring methodology

PORTFOLIO CONSTRUCTION TEAM
- Maintains SageView asset allocation framework
- Establishes annual capital market assumptions
- Manages SageView wealth model portfolios

3(38) FIDUCIARY TEAM
- Oversees discretionary client arrangements
- Coordinates with local consultant to ensure that proper fiduciary procedures and best practices are being followed

ASSET LIABILITY TEAM
- Develops defined benefit IPS and glide path methodology
- Ensures client adherence to prescribed IPS allocations

CASH BALANCE TEAM
- Provides guidance on appropriate cash balance investment strategies
- Develops cash balance IPS and monitors client investment adherence
- Co-subadvisor to Sage Cash Balance Collective Investment Trusts

Please see below for a breakdown of our client base by industry:

Industry	Total Assets
Healthcare/Medical	$32.4 billion
Software/Technology	$26.2 billion
Manufacturing	$25.8 billion
Higher Education	$17.7 billion
Government/Municipality	$10.8 billion
Other	$98.9 billion
Total	**$211.8 billion**

As of March 31, 2024, we provide consulting services to 1,650 clients with $211.8 billion in assets under advisement. We have provided a breakdown of our client base by portfolio size:

Portfolio Range	Number of Clients
$0 million - $25 million	1,125
$25.1 - $50 million	177
$50.1 million - $150 million	252
$150.1 million - $500 million	180
$500.1 million - $1.0 billion	48
$1.01 billion+	45
Total	1,650

3. **Is your organization a subsidiary, parent or affiliate of the City's current investment management firms: Morgan Stanley and Michigan Employees Retirement System (MERS). If so, please describe in detail.**

   No.

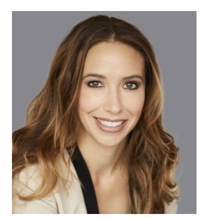
4. **Please submit biographical profiles on the individuals who will be assigned to the City's account.**

   Please see below for a list of the proposed consulting team members who would be working with the City of Novi:

   - Sarah Parker, AIF, CPFA, NQPC - Lead Plan Consultant
   - Rich Ginel, MBA, CIMA –Investment Consultant

   To further support your primary consulting service team, we have national resources in various specialties, including our: National Investment Committee, Service Provider Benchmarking Project Practice Team, Compliance Consulting Team, and Practice Management Team to ensure consistent operations. These team members are leveraged by your consultant based on the needs and projects that arise.

   Please see below for the full biographies of the proposed service team members:



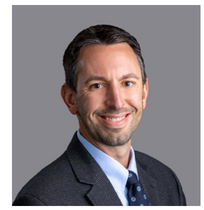
Lead Plan Consultant
Sarah Parker, AIF, CPFA, NQPC
Institutional Consultant
Cleveland, OH
T (216) 965-5036
sparker@sageviewadvisory.com

Role on Service Team
Sarah Parker is a lead Consultant based out of Cleveland, Ohio. She works with both for-profit and not-for-profit clients with deep expertise in investment oversight and due diligence, ESG implementation, capital markets, private markets (Private Equity, Hedged Strategies), fee benchmarking, vendor selection and oversight, and managed accounts.

Relevant Experience
Sarah's passion and expertise for the industry aids plan sponsors in creating a modern investment menu and plan offering designed to attract, retain, and educate participants. In her prior role, she led the oversight of a $10 billion practice and was awarded the NAPA Top DC Advisor Team in 2022.

Sarah has 17 years of experience as a 3(21)/3(38) fiduciary with both public and private portfolios ranging in size from start-ups to over $1 billion. She has acted as co-fiduciary for qualified and non-qualified plans, including 401(k), 403(b), 401(a), 457, and Defined Benefit Plans. In addition, Sarah's expertise includes investment consulting and OCIO for Endowments and Foundations and Healthcare Organizations.

Education and Professional Credentials
MBA, Weatherhead School of Management, Case Western Reserve University
B.S. Finance, Magna Cum Laude, Cleveland State University
Non-Qualified Plan Consultant (NQPC)
Accredited Investment Fiduciary (AIF)
Certified Plan Fiduciary Advisor (CPFA)
FINRA Series 65 registered



Investment Consultant
Rich Ginel, MBA, CIMA
Senior Investment Consultant/Chair Asset Liability Committee
Knoxville, TN
T (865) 246-1763
rginel@sageviewadvisory.com

Role on Service Team
Rich is a Senior Investment Consultant advising corporate and public firms on the investment structure of their defined benefit, defined contribution, and endowment programs. He is a Board Member of SageView's National Investment Committee and chairs the Asset Liability Sub-Committee (ALC). Rich will conduct investment due diligence, engaging regularly with the Committee.

Relevant Experience
Rich has worked in the retirement plan industry for the past 20 years. Prior to joining SageView in 2013, Rich served as an Investment Strategist and Relationship Manager to Defined Contribution and Defined Benefit plans. Rich also has a background in Defined Contribution plan administration.

Education and Professional Credentials
University of Connecticut, M.B.A.
Pennsylvania State University, B.A. in Business Administration
Certified Investment Management Analyst (CIMA)

5. **What public funds experience do you have? What experience do you have with PA 314? Provide a list of all public pension fund clients under contract to date.**

As of March 31, 2024, SageView provides investment advisory and retirement plan consulting services to 63 Governmental/Public entities sponsoring 141 retirement plans. Our current clients include a diverse array of states, counties, cities, and other governmental agencies throughout the nation. As a result of the large number of public plan provider bids we manage, we have extensive experience in working with investment managers, custodians, auditors, and other service providers that serve governmental/public entities. Our goal is to leverage our experience and insight to deliver superior service experience and value to our clients.

Please see below for a list of our public clients, all of which we provide retirement plan consulting services to:

Client Name	Asset Values	Number of Years Retained as Client
American Samoa Government Employees Retirement Fund	$188 million	2 years
CalOptima Health	$149 million	9 years
Cambridge Health Alliance	$629 million	12 years
Central Arizona Water Conservation District (CAWCD)	$114 million	15 years
Centre Area Transportation Authority (CATA)	$14 million	2 years
Cherokee County	$47 million	9 years
Citizens Property Insurance Corporation	$219 million	4 years
City of Burbank	$231 million	6 years
City of Cocoa	$15 million	3 years
City of Fullerton	$82 million	8 years
City of Hercules	$12 million	<1 year
City of Knoxville	$64 million	5 years
City of Mt Dora	$11 million	2 years
City of New Smyrna Beach	$17 million	1 year
City of Pacific Grove	$9 million	7 years
City of Pinellas Park	$19 million	2 years
City of Plantation	$31 million	16 years
City of Rosemead	$9 million	1 year
City of San Leandro	$64 million	8 years
City of Santa Barbara	$130 million	5 years
Clay County Utility Authority	$16 million	2 years
Coachella Valley Mosquito & Vector Control District	$5 million	1 year
Coral Springs Improvement District	$10 million	<1 year
County of San Luis Obispo	$273 million	7 years
County of Santa Barbara	$452 million	8 years
Eastern VA Medical School	$406 million	2 years
Erlanger Health	$473 million	7 years
Federal Home Loan Bank of San Francisco	$281 million	8 years
Greensboro Transit Management	$9 million	<1 year
Henrico County	$383 million	11 years
Irvine Ranch Water District	$133 million	8 years
Kansas Public Employees Retirement System	$1.5 billion	8 years
KCRW Foundation, Inc.	$8 million	4 years
Laguna Beach County Water District	<$1 million	2 years
Maricopa County	$707 million	8 years
Mesa Water District	$12 million	1 year
New Smyrna Beach Utilities	$28 million	4 years

Orange County Transportation Authority	$416 million	3 years
Otay Water District	$22 million	5 years
Padre Dam Municipal Water District	$16 million	10 years
Pechanga Tribal Government	$301 million	3 years
San Diego County Water Authority	$76 million	5 years
Santa Barbara Superior Court	$18 million	8 years
Spartanburg Regional Healthcare System	$210 million	<1 year
Spokane Transit Authority	$18 million	8 years
STARS	$14 million	13 years
State of Arizona Public Safety Personnel Retirement System	$659 million	7 years
State of Idaho	$662 million	8 years
State of Iowa	$2.4 billion	<1 year
Stillwater Medical Center	$117 million	9 years
Texas Association of School Boards	$152 million	9 years
Town of Barnstable, MA	$24 million	3 years
Town of Dennis	$24 million	5 years
Town of Groton	$150 million	6 years
Town of Harwich	$14 million	9 years
Town of Highland Beach	$3 million	<1 year
Town of Nantucket	$17 million	4 years
Town of Wallingford	$11 million	4 years
United Auburn Indian Community	$27 million	10 years
University of Alabama	$4.1 billion	16 years
Ventura County	$1.6 billion	8 years
Virginia Retirement System (project client)	$9.1 billion	2 years
West Virginia State Treasurer's Office	$375 million	1 year
Total	**$27.3 billion**	

6. **Examples of consulting services that have been provided to other public investments systems (Pension and or OPEB)**

We provide the following fiduciary advisory services to all of our clients:

- Fiduciary Oversight and Partnership
- Discretion and Non-Discretionary Services
- Investment Review Meetings (including meeting minute preparation)
- Committee Charter Creation/Monitoring
- Investment Policy Statement Review/Oversight
- Asset Allocation Recommendations and Modeling
- Investment Selection and Monitoring Consulting
- Trading and Rebalancing

- Monthly and Quarterly Reporting
- Pre/Post Meeting Follow-up
- Custodian Management and Oversight
- Custodian Search/Recommendation
- Fiduciary Vault for Plan Documentation Storage and Auditor Access

7. **Explain size, composition, and source of the firm's performance measurement database. What indices are used for relative comparison?**

We adopt a straightforward approach to benchmarking. Each portfolio benchmark incorporates strategic asset allocation targets alongside corresponding major indices. Additionally, an optional portfolio benchmark may be included to assess performance relative to specific investment objectives (e.g., CPI + 4%).

Furthermore, our reporting platform constructs a peer group, facilitating rankings against other Endowments and Foundations of diverse sizes.

For individual manager benchmarks, we utilize prospective stated benchmarks or return objectives, along with Morningstar peer groups. It's important to note that we do not employ benchmarks created by managers themselves.

General Reporting Capabilities
For institutional client investment reporting, SageView has built a proprietary reporting package on the Envestnet platform. Among other information provided in this quarterly report, we provide clients with performance for their portfolio investments and corresponding benchmarks and peer groups. We also provide a proprietary score for each investment (aka the "SageView Score") that is calculated against other investment strategies from the same peer group in our proprietary investment database. The SageView Score is outlined in our clients' Investment Policy Statements (IPS) and help guide our investment recommendations to our clients. The parties that are involved in the populating the various data points that feed into the final reporting package include the following:

- Benchmark data is provided by MSCI, FTSE Russell, S&P Dow Jones, Bloomberg, and Morningstar.
- Peer group data is provided by Morningstar.
- SageView's proprietary investment database is primarily populated with data from Morningstar and is supplemented with data from select asset management firms in cases where Morningstar is not an available option.
- Macroeconomic data is provided by Bloomberg, FactSet, and Morningstar.
- Environmental, Social, & Governance (ESG) data is provided by Morningstar/Sustainalytics.

Tamarac Reporting Capabilities
Our investment performance calculations are based on information from the portfolio trustee or custodian, which flows through our portfolio reporting and management system, Tamarac. The Tamarac system is used by 3,100 independent RIA firms to manage $2 trillion in assets and is recognized as a best-in-class portfolio and client management software. Tamarac delivers a range of interactive and customizable reports on everything from transactional information to holdings, account performance, asset allocation, and capital flows.

For client access, Tamarac also features a document vault, a secure cloud-based file storage system, which offers an intuitive interface, robust security, and document sharing directly within Tamarac — which allows us to easily share performance results with our clients.

Tamarac provides data aggregation, trade reconciliation, and daily data audits, leveraging direct custodial feeds from leading custodians including Fidelity and Charles Schwab, as well as institutional data feeds from Morningstar ByAllAccounts, Quovo, and Private Client Resources (PCR). All necessary portfolio holding and transactional data ports automatically into Tamarac.

To calculate the performance of the portfolio, SageView utilizes the Tamarac reporting system. All portfolio data and transactional data is fed from the custodian into this system in order to provide portfolio performance data.

<u>Performance Reports</u>
All reports are created utilizing our customized proprietary reporting software, which allows us to customize our reports to meet our clients' needs (within reason). Some examples include altering benchmarks, executive summaries, manager cash flows, and portfolio cash flows.

A typical quarterly report contains the following information:

- Market Commentary
- Investment Summary
- Portfolio Summary
- Detailed Fund Analytics
- Fund Comparison
- Appendix

On a monthly basis, the custodian will provide the Committee with Trust statements and SageView can provide the Committee with a detailed investment report utilizing Morningstar Direct that covers the performance of the individual investments during the month.

CITY OF NOVI

INVESTMENT ADVISOR CONSULTANT SERVICES

FEE PROPOSAL FORM

cityofnovi.org

We the undersigned as proposer, propose to furnish to the City of Novi, according to the specifications, terms, conditions and instructions attached hereto and made a part thereof:

A. Fee Structure SageView's fee would be 0.15%.

We acknowledge receipt of the following Addenda: 1, 2
(please indicate numbers)

EXCEPTIONS TO SPECIFICATIONS (all exceptions must be noted here):
SageView is requesting mutually binding "Hold Harmless/Indemnity" language.

COMMENTS: SageView would collaborate with the Committee to select the most suitable custodian and recommend asset allocation and investment managers. We are able to work with any custodian (including your existing custodian) or recommend others if necessary.

REFERENCES: Please provide at least three client (3) references for projects of similar scope done in the last 3 years.

Company City of Knoxville, Tennessee

Address 400 Main Avenue, P.O. Box 1631, Knoxville, TN 37901

Phone 865.215.4236 Contact name Christine Stickler, Director of Employee Benefits & Risk Management

Company Town of Groton, Connecticut

Address 45 Fort Hill Road, Groton, CT 06340

Phone 860.441.6630 Contact name John Burt, Town Manager

Company Henrico County, Virginia

Address P.O. Box 90775, Henrico, VA 23273

Phone 804.652.3622 Contact name Yvette George, Director of Human Resources

THIS PROPOSAL SUBMITTED BY:

Company (Legal Registration) SageView Advisory Group, LLC

Address 159 Crocker Park Road, Suite 400

City Westlake State OH Zip 44145

Telephone 216.965.5036 Fax 949.988.3215

Representative's Name Sarah Parker

Representative's Title Retirement Plan Consultant

Authorized Signature Sarah Parker

E-mail sparker@sageviewadvisory.com

Date 09/13/24