

# INSURANCE BROKERAGE AND RISK MANAGEMENT SERVICES



# **CBIZ Insurance Services, Inc.**

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Presented by:
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July 10, 2017



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# **Cover Letter**

July 10, 2017

Mark Thomas, RPA Chief Property Management Officer Copaken Brooks, LLC 1100 Walnut, Suite 2000 Kansas City, MO 64106

Re: Copaken Brooks Insurance Brokerage and Risk Management Services Request for Proposal:

Dear Mr. Thomas and Members of the Evaluation Committee.

Thank you for inviting CBIZ to offer Copaken Brooks a proposal for Property & Casualty Insurance Brokerage and Risk Management Services. Enclosed, in our response to this request, are details of our Scope of Services, experience and background, and our approach to property and casualty brokerage and risk management consulting services.

Copaken Brooks will benefit from a commercial real estate focused team that understands the unique challenges facing organizations like yours. Our greatest strength is our professional staff. Our associates are ethical, technically proficient, innovative, highly responsive, and solution oriented. Moreover, our engagement team goes beyond providing these consulting services; we strive to be proactive with recommendations and provide immediate and ongoing support.

We promise to offer creative strategies, provide advice on technical issues, and bring value-added ideas to create efficiencies. We are committed to providing the highest level of professionalism and service available in each aspect of your Risk Management program.

It is our hope that this response will clearly identify and communicate the vast arsenal of service tools that reside in the CBIZ organization. CBIZ distinguishes itself in the Property & Casualty area by offering a complete risk management approach focused on the total cost of risk. This team is made up of individuals who are assisting the real estate sector daily in assessing and addressing risk. Our collective resources combined with personal care, form a powerful service model that will be of great benefit to Copaken Brooks.

CBIZ's integrated practice structure is designed to expand the conversation with you around the risks you are currently facing, and will face over time, while consistently delivering service and solutions tailored to the unique financial and operational drivers of the company. It embeds powerful analytics and tools to help maximize the impact we can have on your risks at every juncture – from risk identification through quantification, design of solutions, execution, and claims management and advocacy – to define, design, and deliver a truly next generation program for Copaken Brooks.



Highlights of the CBIZ approach to Copaken Brooks' risk management program include the following:

- Risk assessment
- Risk management consulting
- Insurance placement
- Contractual risk transfer advisement to legal/engineering department
- Risk analysis consulting
- Insurance marketplace analysis
- Day-to-day service
- Management planning for future projects
- Other related services as needed

We would be honored to serve Copaken Brooks and make the following commitments:

We are committed to your success. We will work with Copaken Brooks to identify annual risk management and to implement customized practices to attain those goals. Our team will serve as an extension of your risk and insurance team working side by side with Copaken Brooks.

We know your industry. CBIZ's local, regional and national experts are dedicated to the commercial real estate sector. Our proposed service team provides expertise in all facets of risk and insurance for companies like Copaken Brooks and also assists clients with operational issues, mergers and acquisitions, and expansion.

We are dedicated to helping you achieve your risk management goals. Our team has considered the enterprise wide risks associated with your operations. We believe that we can help you drive down costs associated with your insurance and risk management program. Our experts have supported clients with exposures similar to Copaken Brooks and our work has helped improve safety records, manage complex claims, and yield positive underwriting results. We will apply our collective experience to all facets of Copaken Brooks' risk and insurance program.

We want to be your trusted risk advisor. We look forward to the opportunity to build a strong working relationship with your risk management and executive team and support your efforts for many years to come.

If you have any questions or need any additional information, please do not hesitate to give us a call. Thank you once again and we look forward to discussing our proposal further.

Sincerely,

Rob Kaelin Midwest Regional President



# Qualifications

### 1. Account Team

List the names, home locations and applicable years of experience of team members who would provide account support and/or special expertise to Copaken Brooks.

- a. Identify the account team structure your firm would use and provide the organizational hierarchy for these team members.
- b. Describe each member's service role, experience level and include a bio.
- c. Include the primary office location for each proposed team member.

Copaken Brooks will be assigned a service team that meets your needs and that is dedicated to commercial real estate industry clients. We realize the importance of a team that understands your industry and the components of a proactive service plan that will delivery prompt and accurate delivery. Your team has vast experience securing rate reductions, designing innovative programs, and broadening coverage to meet the changing dynamics of the commercial real estate industry.

Below are the key team members assigned to this account. As we learn more about Copaken Brooks' service needs, we have the ability to include additional team members based upon their specific area of expertise.

### **Team Leads:**



Rob Kaelin | Regional President, CBIZ Insurance Services, Midwest/West

Rob is the president of Midwest/West operations for CBIZ Insurance Services, Inc. In his role, he leads a team of experienced Risk Management and Insurance professionals who are dedicated to helping clients make informed decisions about their risks. Rob has 24 years of experience in the Insurance and Risk Management industry, including 11 years in his current position with CBIZ. Before joining CBIZ, he spent three years with Aon Risk Services and was an owner of the BCK&W insurance agency. In all positions, Rob has been responsible for the production and retention of commercial insurance accounts. Rob's specialties include Property and Casualty Insurance and Risk Management for Real Estate, Railroad Transportation, Construction and Worker's Compensation.



816.945.5158 rkaelin@cbiz.com

Jim Judd | Consultant, CBIZ Insurance Services, Kansas City



Jim is a National Real Estate Practice leader for CBIZ with more than 20 years of prior Insurance experience in the analysis, development, marketing and implementation of Commercial Property & Casualty Insurance programs for clients. He works with Property Managers, Private Portfolio Owners and REITs relative to Risk Management and the placement of their Insurance needs. Jim is adept at conducting the systematic review of the exposures by addressing operational risks as they relate to systems, processes and procedures.

816.945.5630 jjudd@cbiz.com



Greg Cryan | Regional President, CBIZ Insurance Services, Southeast

Greg is an experienced insurance professional who founded and operated an independent insurance group before taking on leadership positions with USI and then CBIZ. Greg has served as southeast regional president for CBIZ Insurance since 2012 and is a member of the CBIZ Commercial Real Estate national practice executive committee. As a key member of the CBIZ Insurance national leadership team, Greg ensures that clients receive both industry expertise and regional/local service as a feature of their account service.

678.297.7776 gcryan@cbiz.com



| COPAKEN BROOKS SERVICE TEAM  |                                  |                          |  |  |  |  |  |
|--|----------------------------------|--------------------------|--|--|--|--|--|
| NAME   | TITLE                            | EXPERIENCE               | RESPONSIBILITIES   |  |  |  |  |
| SANDY LOWERY, CIC<br>KANSAS CITY<br>816-945-5292<br>SLOWERY@CBIZ.COM | Account<br>Executive             | 30 years in industry     | <ul> <li>Kansas City Client Service Leader</li> <li>Responsible for management and implementation of all client services including marketing, coverage questions, certificates of insurance, etc.</li> </ul> |  |  |  |  |
| RENE MENZIES<br>816-945-5589<br>RMENZIES@CBIZ.COM                    | Account<br>Manager               | 13 years in industry     | <ul> <li>Responsible for all aspects of the insurance<br/>service needs of the client including coverage<br/>changes, billing questions, certificates of<br/>insurance, etc.</li> </ul>                      |  |  |  |  |
| CAROL STOBAUGH, CISR<br>800-776-8114<br>CSTOBAUGH@CBIZ.COM           | Claims<br>Manager                | 40 years in the industry | <ul><li>Claims Advocacy</li><li>Client and Carrier Relationships</li></ul>   |  |  |  |  |
| MARK LEETCH<br>816-945-5255<br>MLEETCH@CBIZ.COM                      | Loss Control                     | 14 years in the industry | <ul> <li>Risk Control and Employee Safety</li> <li>Property Engineering</li> <li>Carrier Loss Control Services and Risk<br/>Management Relationships</li> </ul>  |  |  |  |  |
| DAMIAN CARACCIOLO<br>443-472-8096<br>DCARACCIOLO@CBIZ.COM            | Executive<br>Risk Expert         | 26 years in the industry | <ul> <li>Executive Risk (D&amp;O, EPLI, Fiduciary)</li> <li>Professional Liability</li> <li>Employee Dishonesty</li> <li>Network Security</li> </ul>   |  |  |  |  |
| COLE BROWN<br>410-404-8962<br>CBROWN@CBIZ.COM                        | Loss Control                     | 20 years in the industry | <ul><li>Property Engineering</li><li>Disaster Recovery Planning</li></ul>  |  |  |  |  |
| MICHAEL LOGIUDICE<br>312-602-6682<br>MLOGIUDICE@CBIZ.COM             | Forensic<br>Claims<br>Specialist | 28 years in the industry | <ul><li>Complex Property Claims Support</li><li>Disaster Recovery Planning</li></ul>   |  |  |  |  |

# WE PLEDGE TO PROVIDE AN EXCEPTIONAL SERVICE EXPERIENCE TO EVERY CBIZ CLIENT.

- Individual Attention: We will treat each client with the utmost care; we will develop and
  maintain a strong personal relationship; we will provide service with a commitment to
  professionalism, trust and the highest level of personal and professional integrity.
- Responsive: We will respond to a client's urgent need immediately; we will return all
  voicemail and e-mail communications within 24 hours; we will deliver and review all work
  product on a timely and as agreed basis.
- Proactive: We are committed to understanding the goals and needs of our clients, responding to such needs with our best service, advice and products. We will strive to provide our clients with innovative solutions and opportunities to improve and grow their business.



OUR GUARANTEE: IF YOU ARE NOT SATISFIED WITH OUR
RESPONSIVENESS AND THE SERVICE WE HAVE PROVIDED, TELL US
IMMEDIATELY-WE WILL CORRECT THE SITUATION TO YOUR SATISFACTION.

# **Industry Experience**

2. Describe your firm's experience and expertise within the Commercial Real Estate industry and how your service plan is customized to best serve the needs of Copaken Brooks. If possible, list the industry-related clients with whom you currently have a business relationship.

The team leaders, Jim Judd, Rob Kaelin and Greg Cryan, have a combined 70+ years of experience in addressing the insurance needs of organizations like Copaken Brooks. Combined, these team leaders serve a client base insuring over \$15 billion in values.

The service team assigned to Copaken Brooks works with Real Estate clients every day. We understand the unique needs to properly manage an insurance program and the components of our service plan that satisfies the commitments you make to your partners, lenders, vendors and tenants. Our dedicated team will work with Copaken Brooks to develop and execute a risk management and insurance program that meets your needs, matches your risk tolerance and secures the most competitive rates, terms, and conditions available in the marketplace.

As described in this proposal, we take a holistic risk management approach to all of our clients. Our goal is to help your company not only insure claims, but more importantly, help you prevent claims. Our Loss Control team will be engaged and will deliver a service plan that compliments the safety efforts of Copaken Brooks and the insurance carrier's safety services.

Please refer to client references in Questions 15 for industry-related clients who CBIZ currently have a business relationship.

- 3. For the following areas, please describe your firm's specific expertise for each:
  - a. Property & General Liability
  - b. Corporate liability insurance including Directors and Officers liability, Employment Practices liability, Crime, Cyber, K&R and Fiduciary
  - c. Professional Liability (E&O)
  - d. Terrorism coverage
  - e. Workers Compensation
  - f. Risk Control & Claims Management

With a team dedicated to commercial real estate management, we can help assess and mitigate all types of commercial real estate risk. We are experts at providing risk advisory and insurance brokerage services to protect your important assets. CBIZ incorporates detailed knowledge of capital markets for our portfolio of clients.



We specialize in all aspects of the real estate sector, including:

- Commercial Retail
- Office
- Multi-Family

- Hotel
- Real Estate Investment Trusts
- Shopping Centers

In order to best serve our clients we maintain relationships with leading insurance carriers including but not limited to:

- Travelers
- Hartford
- Chubb
- Liberty Mutual

- CNA
- Nationwide
- ACE
- Philadelphia

Our relationship allows us to provide our clients state-of-the-art coverage in multiple areas, including:

- Property & General Liability
- Workers' Compensation
- Professional Liability
- Management Liability

- Excess Liability
- Pollution
- Executive Risk
- Deposit Bonds

### **Risk Control**

The CBIZ Risk & Consulting team offers a comprehensive array of safety and loss control services to help Copaken Brooks protect its properties. The unit focuses on helping clients understand how risk might impact performance, how to reduce total cost of risk (TCOR) and how to monitor ongoing exposure to current and emerging risks. Our Loss Control group works collaboratively with the CBIZ Insurance Services team to provide our clients with the deepest level of analysis, expertise, and benchmarking capabilities possible.

In addition, our loss control consultants assist clients with gaining insurer recognition for their risk improvements, with the opportunity to reduce premiums via comparison with industry peers and potentially qualify for funding of future risk management initiatives.

Our consultants can deliver the following loss prevention services:

- Identify and evaluate risks to life and property through a technical review of operations and related protection systems
- Conduct comprehensive evaluations of employee safety
- Design practical risk control programs tailored to safety and property protection needs
- Assist in the investigation and evaluation of losses
- Provide loss forecasting and reserve analysis calculations
- Provide guidance to prevent a recurrence of a specific loss
- Determine training needs and develop practical training programs
- Analyze loss experience and propose appropriate management action
- Provide fleet loss control services that focus on driver training, accident prevention, fleet safety systems and driving behaviors
- Assist with safety manual preparation and other policy and procedure development

At CBIZ, we have a group of risk control specialists that are on call for any of our clients as mentioned above. These specialists can perform an array of safety services. A plan will be customized to meet Copaken Brooks' needs. In addition for more information about claims, please see Question 11.



# **Account Management**

4. Upon project award, describe the steps you would take in reviewing our current program and designing or proposing changes to the program.

We will review all existing insurance policies, as well as current operational and contractual methods for mitigating or preventing risks. We will report our findings to you along with recommendations for improvement. We will then work with your risk management team to develop insurance and alternative risk financing solutions for your consideration. Our goal is to:

- Minimize cost while maintaining optimal coverage, market security and overall service
- Balance Copaken Brooks' risk appetite with the appropriate program design
- Provide data to aid in assessing options
- Establish clear guidelines of communications between Copaken Brooks, CBIZ and all participating insurers
- Assist in establishing and maintaining strong insurer relationships
- Attack risk drivers through pre-loss, risk finance and post-loss solutions
- Engage and coordinate all available resources from your chosen insurers to improve service efficiencies and support your risk management team

Please see Exhibit H to review an example of our CBZ Insurance Program Audit.



# 5. Describe in detail your transition plan for taking over brokerage responsibilities on September 30, 2017.

We have a proficient transition plan and have outlined the steps in the process below:

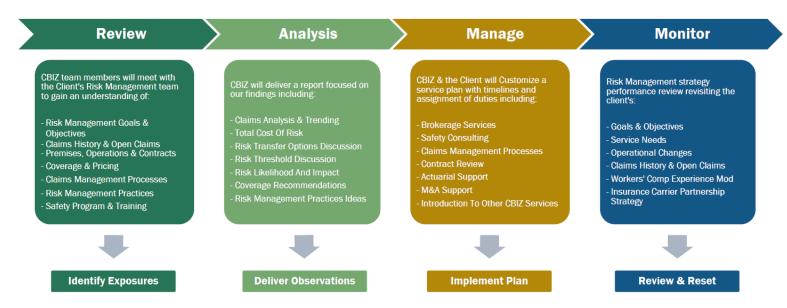
### **Renewal Timeline**

| Date               | Action   |
|--------------------|--|
| July 26, 2017      | ■ CBIZ selected as broker  |
| July 27, 2017      | <ul> <li>Meet with Copaken Brooks Team to execute Broker of Record letter</li> <li>Submit Broker of Record to applicable carriers</li> <li>Obtain current insurance policies</li> <li>Obtain current loss history</li> <li>Discuss the customization of CBIZ Service Plan</li> </ul> |
| August 7, 2017     | <ul> <li>Deliver Insurance Program Audit report</li> <li>Deliver renewal marketing strategy</li> <li>Deliver a first draft of CBIZ Service Plan</li> </ul>   |
| August 14,2017     | <ul> <li>Present renewal specifications to Copaken Brooks for approval</li> <li>Renewal specifications out to prospective carriers</li> <li>Deliver updated CBIZ Service Plan</li> </ul>   |
| August 21-31,2017  | <ul> <li>Carrier interaction including facilitation inspections by carrier loss control staff</li> <li>(A Copaken Brooks team will need to be available for any site inspection)</li> </ul>  |
| September 11,2017  | Receive quotations from carriers   |
| September 15,2017  | Present quotation review and recommendations to Copaken Brooks' team   |
| September 20,2017  | Notify carriers of intent to bind coverage   |
| September 22,2017  | Prepare certificates of insurance for necessary parties  |
| September 29, 2017 | Bind coverage  |

6. On a go-forward basis how does your firm assist in identifying current and anticipated new exposures to loss and what is your firm's methodology behind determining appropriate limits & retentions? What tools will be used to support the recommendations?

### **Risk Management Process**

CBIZ's overall program risk management process touches on all areas necessary for a comprehensive plan to address risk exposures. The following process would integrate into Copaken Brooks' Insurance/Risk Management practices. This process allows CBIZ and Copaken Brooks to develop, measure and reset risk management strategies as needed. This continuous process facilitates the communication to make CBIZ an integral part of the Copaken Brooks' Team, not just a vendor.



Please see Exhibit I for information pertaining to CBIZ Valuation Group and their Insurable Values service.

7. Describe your process for providing account management and administration including any technology made available to your clients.

We believe in applying the right service plan to the unique needs of each client. Many insurance brokers will deliver one size fits all solutions. As a consulting partner, we pride ourselves in our ability to identify opportunities for customizing the right solution. Account management and technology capabilities are vast and as we go through our assessment and strategic planning process with your team, together we will identify the right service plan to exceed your expectations.

CBIZ continues to make significant investments in customer service relationship management tools, as well as training utilizing technology. A recent investment we have made to best serve our clients is Zywave. Below is an overview of the capabilities that would be available to Copaken Brooks risk management team.





the available components of the CBIZ resources.

### Zywave

CBIZ is excited to provide you this resource portal, as your one-stop source for not just insurance, but all your risk management, compliance, HR, safety and other business needs.

We have partnered with a reputable data analytics company, Zywave, to provide this portal to our clients. The content available is written and prepared by a team of experienced attorneys and professionals, so you aren't tasked with administrative burdens and never have to worry about validating information. The below is a detailed summary of

### Access workplace policies and forms.

### Safety manual

Putting together a safety manual and gathering relevant policies is a daunting task—find everything you need to accomplish this task. Just search "policy" to find a wide range of sample policies, or access our comprehensive, customizable Safety Manual.

### Manage industry-specific exposures and risks.

### **Industry exposures**

Each industry has unique exposures, risks and liabilities. Find materials specific to your industry, including risk management education, coverage explanations and employee safety resources, by typing your industry into the search bar.

### Tackle tough issues with ease.

### Connect with industry peers

Your job covers a wide range of issues and challenges—when a tough issue comes up, it can be useful to tap into someone who has experience with that specific situation. This includes access to an online community forum with thousands of HR and risk management professionals from across the country—checks it out to ask questions, share best practices and get advice when you need another opinion.

### Create and maintain a safety culture.

### Creating or maintaining a safety program

Whether you're just getting started or need help maintaining an existing safety program, has all the resources you need, from informational articles to comprehensive guides to employee surveys.



### **Employee safety resources**

Access hundreds of employee-focused resources on a wide range of safety topics to help reinforce your safety culture and communicate important safety topics. Resources include flyers, newsletters, supervisor safety talks, posters, videos and more.

### Benchmark surveys

See how your programs stack up to similar employers by checking out the benchmark surveys available on the portal, completed each quarter by thousands of employers across the country.

### **Workers' Compensation**

Many employers do not fully understand workers' compensation and that there are actions they can take to drastically reduce their workers' comp costs—learn about these important topics with a series of educational articles. Plus, access a Return to Work program and workers' comp state statutes to ensure you're in compliance with applicable regulations.

8. Provide your that your sample timeline renewal of insurance coverage using a September 30 renewal date. Describe the activities to be completed at each point along the timeline, including involvement of the Copaken Brooks Risk Management team members.

### **Renewal Timeline**

The service plan that we will enter into with Copaken Brooks will include the delivery of a risk management report approximately four (4) months prior to the annual renewal of the September 30<sup>th</sup> program. That report will facilitate a discussion about the status of:

- Copaken Brooks operational risks to potential changes
- The current insurance plan structure
- Claims experience review
- Open claims review
- Safety planning
- Insurance coverage marketing strategy
- Alternative risk transfer technique feasibility
- CBIZ service plan effectiveness

It is at this time after delivering this risk management report to your team, that we will develop a unified renewal strategy and reset the service plan based on Copaken Brooks' needs. A sample of this risk management report can be found in Exhibit F.

### Sample Renewal Timeline

| Due Date                        | Action   |  |  |
|---------------------------------|--|--|--|
| June 15, 2018                   | <ul><li>Deliver risk management report to Copaken Brooks</li><li>Pre-Renewal Review</li></ul>  |  |  |
| July 1, 2018                    | <ul> <li>Receive updated Payroll and Exposure figures from Copaken Brooks</li> <li>Develop marketing strategy</li> <li>Meeting with incumbent carrier regarding renewal expectations with Copaken Brooks Team in attendance</li> <li>Identify carriers to approach</li> <li>Establish coverage specs for submission</li> </ul> |  |  |
| July 10, 2018                   | <ul> <li>Present renewal submission to Copaken Brooks' Team</li> <li>Renewal Submissions to Selected carriers</li> </ul>   |  |  |
| August 15-September 1, 2018     | <ul> <li>Available for Carrier Loss Control visits</li> <li>Marketing update communicated to Copaken Brooks</li> </ul>   |  |  |
| September 10, 2018              | <ul> <li>Review of all available underwriting options</li> <li>Negotiation of renewal information with incumbent and prospective markets</li> <li>Verification of all rate structure</li> </ul>  |  |  |
| September 15, 2018              | <ul> <li>Delivery of Renewal Proposal to Copaken Brooks</li> <li>Review Options</li> <li>Negotiate changes</li> </ul>  |  |  |
| September 20, 2018              | Bind agreed coverage with all carriers   |  |  |
| September 20-September 25, 2018 | <ul> <li>Finalize and deliver all needed Certificates of Insurance,</li> <li>Auto ID cards</li> </ul>  |  |  |

### 9. How will your firm participate in the due diligence process of an acquisition or new business venture?

We anticipate within our service plan to support Copaken Brooks during the due diligence process regarding an acquisition or project. We will be available to review and advise as to the risk profile of the acquisition or project.

With regard to an acquisition, we will review the claims history, and if their current insurance coverage is comprehensive and/or competitively priced.

Our objective will be to advise Copaken Brooks as to the level of risk you may be assuming, and to identify ways that we may contribute to helping the acquired entity perform better if its Risk Management program is performing poorly.

In Exhibit G, you will find a worksheet that we will utilize to provide your team with this valuable service.

10. Provide your strategy and philosophy on how often Copaken Brooks should market its coverage. What direct involvement would Copaken Brooks have in this process?

### **Brokerage**

It is our role as your insurance broker to actively maintain and nurture relationships with the top insurers of our real estate clients. Throughout that process, we are continuously discussing their products, appetite, the current market conditions, and the coverage and pricing we need to satisfy the needs of our clients. These insurers will know that we represent Copaken Brooks, and will approach us frequently about getting an opportunity to quote. Throughout our engagement process, we will keep the Copaken Brooks team informed as to the state of the market, and introduce them to interested carriers. Fundamentally, we are always in the market on your behalf.

With regard to the question of how often should Copaken Brooks submit to the market for coverage proposals, there are many things that factor into the answer. The states of the insurance market, Copaken's claims history, the service delivery of the incumbent and changes to Copaken's operations are all factors that could influence the decision to broker the coverages. There is no predetermined frequency of submitting to the market for proposals, but if we feel there is opportunity for a better outcome for Copaken Brooks by doing so, we will not hesitate.

As one of our primary goals, we want to help Copaken Brooks develop and maintain "Best in Class" Risk Management practices. We will use the success of these practices to negotiate "Best in Class" terms on their behalf.

If that happens to be with the incumbent carrier that is ideal as profitable relationships with insurers is an advantage we want for our clients. However, if it means changing carriers to one that is better positioned to serve Copaken Brooks, we will present the opportunity to your team.



# 11. Describe the roles of each of the followings in the claims management process: Broker, Copaken Brooks, and Carrier.

### **Claims Process**

At CBIZ, our ability to help our clients with claims management does not start and end with filing the claim. We strongly believe that successful claims management requires taking control from the time of loss and continues after the final settlement. We offer a comprehensive array of claims management services to help our clients protect their capital investments and personnel. We will provide quarterly claims reporting, review all applicable policies for potential coverage, and conduct claim review meetings with the adjuster as claim frequency dictates.

CBIZ will always act as an advocate for Copaken Brooks during their claims process to deliver superior service, to expedite the resolution of all claims and to ensure that claims settlements are prompt, fair and equitable.

CBIZ works closely with the various insurance carriers or third party administrators to ensure "best practices" are followed to process, mitigate and effectively and efficiently close claims.

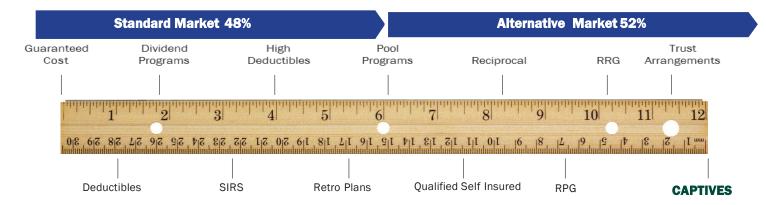
- The Midwest claims department is staffed with five seasoned Claims Representatives and two claims managers.
- The claims process is a coordinated effort between CBIZ Account Executive, the designated CBIZ Claims Representative, our risk consulting team, the insurance carrier and Copaken Brooks.
- We will develop and implement a set of written claims management guidelines for all lines of insurance. These guidelines will detail procedures for Copaken Brooks to follow in reporting and recording incidents, potential claims, and filed claims.
- We conduct quarterly claim review meetings between your insurers' claims representatives and Copaken Brooks insurance team with the stated goal of reviewing claim activity and reducing claims reserves to minimize impact on premium and, if applicable, escrow funds.
- We provide a comprehensive review of your policy involved in the loss and monitor the claims process to ensure a favorable resolution to your claim. We will advocate on behalf of Copaken Brooks to ensure an effective claim outcome.
- We ensure that a loss analysis is completed and that loss control and safety management programs are targeted toward the loss trends and identified uncontrolled risks.
- Claim consultants are available 24 hours a day.

# 12. Describe your expertise in supporting clients with the consideration and management of high retention and Alternative Risk Transfer plans.

Upon engagement, our first task is to review Copaken Brooks' current coverage, claims history, risk exposures, and current Risk Management practices. These items all must be considered as we consider the feasibility of alternative risk transfer plans such as Large Deductible or Captive Insurance placements.



If we determine that an alternative risk structure may be appropriate for Copaken Brooks, we are positioned to lead the analysis and development of loss sensitive programs, self-insured programs and captive opportunities for Copaken Brooks. The below graphic demonstrates the typical options available to middle market clients. Our approach is agnostic with regard to which structures you ultimately adopt. Our goal and responsibility is simply to present all options in order for you to make an informed decision.



Captive vs. Alternative Risk Programs - We will assess the viability, formation and ongoing management of alternative risk options and how they may be used as a part of Copaken Brooks' risk financing program. Options ranging from retrospectively rated programs, to high deductible programs, Risk Retention Groups (RRG's), Risk Purchasing Groups (RPG's), captives and pure self-insurance are contemplated and analyzed. Within the captive arena, we will evaluate and present all potential captive options for Copaken Brooks including: single parent captive, group captive, protected cell captive, 831 (b) captives and other structures. Our analysis will detail the financial, operational, strategic and tactical elements of all of these programs and how they may fit into your overall risk management goals.

Captive Feasibility Study – CBIZ Insurance Services, Inc. will work with Copaken Brooks' chosen captive manager partners to develop captive feasibility studies for all proposed captive opportunities. This study will include key elements including: actuarial analysis, insurance coverage to be offered, pricing, tax implications, domicile selection and pro forma financial projections. Importantly, these feasibility studies will help Copaken Brooks determine if a particular captive structure provides true value to the organization. CBIZ Insurance Services, Inc. will manage all vendors involved in the process and will help the client address key considerations such as: risk management resource implications, cost/benefit analysis, tax analysis (provided by our colleagues in CBIZ Financial Services), domicile analysis, and other qualitative criteria that may impact a buying decision, such as expansion into other lines of coverage or other structures in the future.

In addition, CBIZ Insurance Services, Inc. will help assess your organization's readiness to assume the responsibilities of captive ownership. This critical step is often overlooked. Analysis of Copaken Brooks' current risk management infrastructure, staffing, safety policies and procedures, contract review protocols, claims and loss prevention processes will be done to uncover areas where additional resources may be required, prior to or concurrent with embarking on captive development.



# **Supplemental Information**

13. Provide sample deliverables, reports and other documentation you typically share with clients throughout the year.

CBIZ is committed to providing timely and effective communication to all of our clients. An open, collaborative dialogue is crucial to the success of the chosen risk management program. We will provide a report on all activities to Copaken Brooks' management team on a regular basis, based on your needs.

Information regarding the financial viability of insurance carries is communicated to our client's immediately. Financial ratings are reviewed each morning by CBIZ staff an if there is adverse financial information that might affect our customers, it is communicated without delay and an alternative plan formulated.

For the first year, we propose meeting or scheduling conference calls monthly to ensure all services are being delivered effectively, all milestones are being met and all insurers are bringing value to Copaken Brooks. These meetings and calls should include:

- Review of operations and exposures
- Review of present strategies

- Review of existing insurance programs
- Written strategies to implement changes

In addition, we propose semi-annual stewardship meetings including a written report to management detailing significant activities during the year. We propose to work with Copaken Brooks to identify key measures of our performance and a process for semi-annual evaluation (Stewardship Meeting) with the potential for mid-year adjustments to our fee-based on resource utilization, etc. At least one such meeting will include:

- An overview of the insurance market and likely impact on Copaken Brooks' insurance program
- Advice for annual budget preparation as it relates to insurance and risk management costs
- Detail on core accomplishments and performance measures as compared to goals
- Recommendations for program and/or process improvement

All of these efforts are tied back to the continuous loop of our risk management process as seen in Question 6. For an example of client deliverables CBIZ can provide, please refer to Exhibit D for a sample of the Commercial Real Estate Quarterly Hot Topics.





# Compensation

14. A service based fee structure is required and will be supported by a Service Agreement. If combination is necessary, full disclosure of commissions is expected. If there are special services or projects that arise, both parties can meet to discuss the possibility of additional fees.

We support the "fee based" compensation methodology and can meet this requirement.

Since CBIZ will be working on a fee basis (net of commission) there will be no issue in assuring that Copaken Brooks' insurance program will be comprehensive and competitive. By eliminating commissions from the carriers it makes the process truly objective with the end result being Copaken Brooks having the most comprehensive coverage with the most competitive carriers.

Upon review of Copaken Brook's current programs, loss history, safety program, and a discussion about your Risk Management objectives, we will be able to identify a fee amount. We are confident that this fee amount will be competitive and a value for Copaken Brooks.

We believe in full transparency. If we have no other option than to receive commission from an Insurance carrier, we will disclose that amount and apply it toward Copaken Brooks' annual fee.

# **Client References**

15. Provide at least three (3) active clients references within the commercial real estate industry for us to contact, include name, company, city/state, title, direct phone number, email address, years of client relationship, and service/products provided to them.

### **Executive Hills Management Inc.**

a) Name: Melissa Eddy

b) Title: Vice President – Financial Administration

c) City/ State: Leawood, KS
d) Phone: 913-451-900
e) Email: meddy@ehi3.com
f) Years: 1 year of service

g) Service/ Products: All Lines Written





### **United Apartment Group**

a) Name: Kara Ballard

b) Title: Controller

c) City/ State: San Antonio, TX

d) Phone: 214-492-1570

e) Email: kara.ballard@UAGinc.com

f) Years: 4 years of service

g) Service/ Products: Property, Liability





### **Greensport Industrial Park**

a) Name: Steven Rennb) Title: Risk Manager

c) City/ State: Houston, TXd) Phone: 620-987-4975

e) Email: srenn@watchocompanies.com

f) Years: 8 years of service

g) Service/ Products: Property, Liability







### **Croker Partners**

a) Name: Angelo Bianco and Tom Crocker

b) Title: Managing Partner and Owner

c) City/ State: Boca Raton, FL

d) Phone: 516-447-1810

e) Years: 12 years of service

f) Service/ Products: All Lines Written







# **Exhibits**

Exhibit A - Scope of Services

Exhibit B - Sample Certificate of Liability

Exhibit C - Commercial Real Estate Brochure

Exhibit D - Commercial Real Estate Sample Deliverable - Quarterly Hot Topics

Exhibit E - Commercial Real Estate Case Studies

Exhibit F - Sample Risk Management Report

Exhibit G – Sample Insurance Due Diligence Checklist

Exhibit H - Sample CBIZ Insurance Audit Process

Exhibit I-Insurance Values - Valuation

### **CBIZ Disclosure Statement:**

The sample documents provided with this RFP response by CBIZ Benefits & Insurance Services, Inc. (CBIZ) are the sole and exclusive property of CBIZ. These documents have been shared for illustration purposes only, and may not be reproduced or used for your benefits, or the benefits of anyone else, without the prior written authorization of CBIZ. You are obligated to maintain the confidentiality of these documents. Thank you in advance for your cooperation.

# Exhibit A:<br/>Scope of Services

### Scope of Services

### Strategic Planning

- Identify goals, challenges, and strategies relevant to business operations
- Develop strategies to meet established objectives
- Provide periodic progress updates in accordance with established timeline
- Marketplace overview
- Discuss satisfaction with current vendors and carriers
- Explore alternative risk financing methodologies
- Evaluate/review current scope of insurance and risk management package
- Analyze total cost of risk
- Benchmarking
- M&A Due Diligence

### **Vendor & Carrier Marketing**

- Develop strategy to identify goals
- Determine vendor and carrier selection criteria
- Analyze marketplace and vendor and carrier options as requested
- Prepare and distribute submission to selected vendors and carriers
- Support vendors and carriers through quoting/proposal process
- Evaluate vendor and carrier proposals
- Compile due diligence of finalists
- Negotiate pricing and financing arrangements
- Compare with incumbent vendors and carriers and identify finalists
- Propose coverage and premiums
- Facilitate decision-making process
- Communicate decisions to all vendors and carriers
- Process binders, certificates of insurance and automobile identification cards

### **Day-To-Day Administration and Management**

- Review and deliver vendor/carrier policies/contracts
- Assist with policy interpretations
- Assist with billing questions/issues
- Assist in daily administration of policy changes, service issues and/or questions
- Process certificates of insurance as requested
- Provide contractual review of customer contracts related to insurance program
- Presentation to Senior Management or Board of Directors as requested



### Renewal Analysis and Marketing

- Establish renewal timeline and goals
- Review exposures, values, loss experience and claims
- Coordinate all related values, exposures coverage changes to vendors and carriers
- Negotiate renewals with respective vendors and carriers
- Provide renewal alternatives with coverage and cost impact
- Communicate decisions to all vendors and carriers
- Process binders, certificates of insurance and automobile identification cards

### Claim Advocacy and Management

- Summarize claims and loss ratios The District, semi-annual or annual
- Monitor open claims and high cost losses
- Summarize claims and loss ratio
- Trending analysis (graphs)
- Analyze financial impact on the mod based on individual claims or groups of claims
- Mod Promulgation (estimate of future Workers' Compensation Experience Modifier)
- Review reservation of rights letters

### CBIZ RISK & CONSULTING SERVICES

Proactive loss control and loss prevention can lead to a reduction in insurance costs. In fact, controlling losses at the source remains the most effective way to contain insurance costs. Risk management means the minimization of the cost of risk, which includes the cost of insurance, the cost of accidents and injuries, and the loss of productivity due to accidents. Every dollar reduction in total cost of risk goes straight to the company's bottom line. CBIZ can assist you in reducing your losses by:

- Identifying and evaluating risks to life and property through a technical review of operations.
- Conducting comprehensive evaluations of safety and property protection management systems.
- Designing practical risk control programs tailored to safety and property protection needs.
- Providing consultation regarding special or unusual risks.
- Assisting in the investigation and evaluation of losses.
- Providing guidance to prevent a recurrence of a specific loss.
- Determining training needs and developing practical training programs.
- Analyzing loss experience and proposing appropriate management action.

### **CBIZ Risk Control Services**

- Risk Management
- Risk control audits
- Facility surveys
- Regulation compliance
- Training programs
- Safety program development
- OSHA compliance consultations
- Business Continuity Planning

### Fleet Safety

- Driver selection, training and motivational programs
- Accident investigation & analysis
- Driver review techniques
- Hazardous materials and material handling reviews
- Regulation compliance audits

### **Product Safety**

- Quality control/assurance program evaluation
- Recordkeeping programs
- Design review program evaluation
- Recall programs
- Labeling and packaging evaluation



### Construction

- Fleet safety
- Job site evaluations
- Pre-construction surveys
- Customized training programs
- 10 hour and 30 hour OSHA training courses

### **Property**

- Special hazard evaluation
- Fire protection evaluation
- Law and code compliance
- Life safety evaluations
- Physical security analysis
- Emergency procedures programs
- Building appraisals

### **Employee Safety**

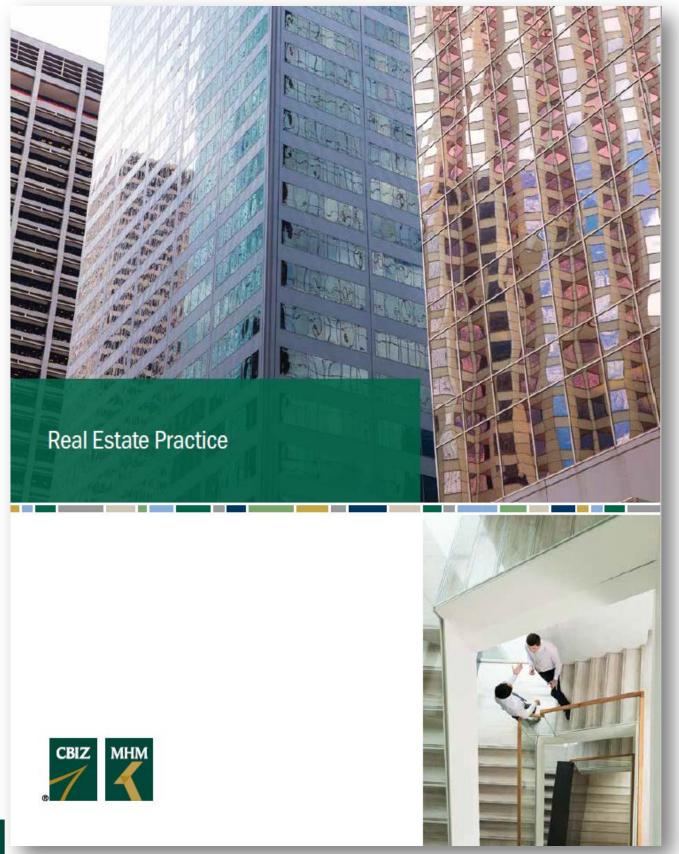
- Employee hiring practices
- Employee training and orientation program audits
- Accident investigation
- Accident analysis
- Safety promotion
- Return-to-work programs
- Safety committee development/training to meet state certification requirements
- Ergonomic evaluations
- 10 hour and 30 hour OSHA general industry training programs
- Industrial Hygiene Analysis and Survey

# Exhibit B: Sample Certificate of Liability

|   | #: 2372<br>IFIC      | ATE OF LIAB  | II ITY INSI                           | CBIZII                     | 2172   | (MM/DD/YYY)    |
|---|----------------------|--|---------------------------------------|----------------------------|--|----------------|
| THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED |                      |  |                                       |                            |  |                |
| REPRESENTATIVE OR PRODUCER, A   |                      |  | CONTRACT BETW                         | EEN THE 133                | UNO INSURER(S), AUTHOR                                 | IZED           |
| IMPORTANT: If the certificate holder is   |                      |  |                                       |                            |  |                |
| the terms and conditions of the policy<br>certificate holder in lieu of such endor  |                      |  | dorsement. A state                    | ment on this               | certificate does not confer r                          | ights to the   |
| RODUCER   |                      | r  | CONTACT<br>NAME:                      |                            |  |                |
| BIZ Insurance Services, Inc.  |                      |  | PHONE (A/C, No, Ext): - (A/C, No):    |                            |  |                |
| 00 West 47th Street, Suite 1100   |                      |  | E-MAIL<br>ADDRESS: kpeed@             |                            |  |                |
| Kansas City, MO 64112   |                      |  | NAIC #                                |                            |  |                |
| 816 945-5500  |                      |  | INSURER A : Nation                    | 20079                      |  |                |
| NSURED CBIZ, Inc. and Subsidiaries  |                      |  | INSURER B :                           |                            |  | +              |
| 6050 Oak Tree Blvd., Sout   | h, Suite             | 500  | INSURER C:                            |                            |  | +              |
| Cleveland, OH 44131   |                      |  | INSURER E:                            |                            |  | _              |
|   |                      |  | INSURER F:                            |                            |  |                |
| OVERAGES CER  | TIFICATE             | E NUMBER:  |                                       |                            | REVISION NUMBER:                                       | '              |
| THIS IS TO CERTIFY THAT THE POLICIES INDICATED. NOTWITHSTANDING ANY RECERTIFICATE MAY BE ISSUED OR MAY I EXCLUSIONS AND CONDITIONS OF SUCH  | QUIREMEI<br>PERTAIN, | NT, TERM OR CONDITION O<br>THE INSURANCE AFFORDER  | F ANY CONTRACT O<br>D BY THE POLICIES | R OTHER DOO<br>DESCRIBED H | CUMENT WITH RESPECT TO W<br>HEREIN IS SUBJECT TO ALL T | VHICH THIS     |
| TYPE OF INSURANCE   | ADDL SUB             |  | POLICY EFF<br>(MM/DD/YYYY)            | POLICY EXP                 | LIMITS   |                |
| COMMERCIAL GENERAL LIABILITY  |                      |  |                                       |                            | EACH OCCURRENCE \$                                     |                |
| CLAIMS-MADE OCCUR   |                      |  |                                       | [                          | DAMAGE TO RENTED PREMISES (Ea occurrence) \$           |                |
|   |                      |  |                                       |                            | MED EXP (Any one person) \$                            |                |
|   |                      |  |                                       |                            | PERSONAL & ADV INJURY \$                               |                |
| GEN'L AGGREGATE LIMIT APPLIES PER:  |                      |  |                                       | }                          | GENERAL AGGREGATE \$ PRODUCTS - COMPIOP AGG \$         |                |
| POLICY JECT LOC<br>OTHER:   |                      |  |                                       |                            | PRODUCTS - COMPIOP AGG \$                              |                |
| AUTOMOBILE LIABILITY  |                      |  |                                       |                            | COMBINED SINGLE LIMIT (Ea accident) \$                 |                |
| ANY AUTO  |                      |  |                                       |                            | BODILY INJURY (Per person) \$                          |                |
| ALL OWNED SCHEDULED AUTOS   |                      |  |                                       | [                          | BODILY INJURY (Per accident) \$                        |                |
| HIRED AUTOS NON-OWNED AUTOS   |                      |  |                                       |                            | PROPERTY DAMAGE<br>(Per accident) §                    |                |
| 1 1   |                      |  |                                       |                            | \$   |                |
| UMBRELLA LIAB OCCUR   |                      |  |                                       |                            | EACH OCCURRENCE \$                                     |                |
| DED RETENTION \$  | 1                    |  |                                       |                            | AGGREGATE \$   |                |
| WORKERS COMPENSATION  |                      |  |                                       |                            | PER OTH-   |                |
| AND EMPLOYERS' LIABILITY  ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED?   |                      |  |                                       |                            | E.L. EACH ACCIDENT \$                                  |                |
| (Mandatory In NH)   | N/A                  |  |                                       |                            | E.L. DISEASE - EA EMPLOYEE \$                          |                |
| If yes, describe under<br>DESCRIPTION OF OPERATIONS below   |                      |  |                                       |                            | E.L. DISEASE - POLICY LIMIT \$                         |                |
| Prof Liab - E&O   |                      | 42EPP30261102  | 06/01/2017                            | 06/01/2018                 | . , ,  |                |
| IA Broker Dealer  |                      | 42EPP30261102  | I                                     | 1 1                        | \$7,500,000 Sublimit                                   |                |
| Invest Banking<br>scription of operations / Locations / VEHI  |                      | 42EPP30261102  |                                       |                            | \$1,000,000 Sublimit                                   |                |
|   |                      |  |                                       |                            |  |                |
| ERTIFICATE HOLDER   |                      |  | CANCELLATION                          |                            |  |                |
| For Informational Purposes Only   |                      | SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. |                                       |                            |  |                |
|   |                      |  | AUTHORIZED REPRESENTATIVE             |                            |  |                |
| CBIZ Insurance Services, Inc.   |                      |  |                                       |                            |  |                |
| •   |                      |  | 6                                     | 1988-2014 AC               | ORD CORPORATION. All rig                               | ghts reserved. |
| CORD 25 (2014/01) 1 of 1 Th<br>#S1563358/M1561598   | ACORD                | ) name and logo are regist   | ered marks of ACO                     | RD                         | 51LW   |                |



# Exhibit C: Commercial Real Estate Brochure



### Reduce Taxes, Increase Cash Flow, Minimize Risk,

With years of experience serving the real estate sector, CBIZ professionals offer the industry knowledge, range of expertise and consulting approach that assure your varied needs are properly assessed and met. We provide services, strategies and solutions that help you safeguard your assets, maximize your net operating margins to improve your return on investment, and ultimately increase the value of your properties. Invite us to the table, and you'll see that everything we do has a single focus – your success.







## Specialized Expertise. Broad Perspective. Integrated Service Delivery.

Your success in the real estate industry depends on your ability to minimize risk and capitalize on market opportunities. Beyond the inherent challenges, you have to manage the people and systems that keep your organization running. There are always financial and tax issues, employee benefits and insurance concerns, and numerous other business issues which can keep you from focusing on your core business. That's where CBIZ can help. We are uniquely positioned to assist you with a wide range of professional services and innovative solutions, delivered by an integrated service team, to help you reach new heights.



# International Resources; Personal Service

CBIZ is one of the nation's leading providers of outsourced financial and business services, including accounting and tax, benefits and insurance and a wide range of consulting services. Through our association with Mayer Hoffman McCann P.C., an independent CPA firm with roots dating back to 1954, we can also offer a full range of audit and assurance services. Our reach extends internationally through our membership in Kreston International, a global network of accounting firms. Together, our goal is to help you achieve yours.



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- ARIZONA
- Phoenix: 602 264 6835 Tucson: 520.327.6421

### CALIFORNIA

- Bakersfield: 661.325.7500
- Encino: 818 946 7500
- Los Angeles: 310.268.2000
- Orange County: 949.450.4400 Oxnard: 805.988.3222
- Palm Desert: 760.779.1731
- \*\*San Diego: 858.795.2000 \*\*San Jose: 408.794.3500

### COLORADO

-- Denver: 720.200.7000

### Boulder: 303.443.1586

### FLORIDA

- Boca Raton: 561.994.5050 Clearwater: 727.572.1400
- Delray Beach: 800.959.2799 Orlando: 407.475.1765
- •Tampa: 813.594.1400

### GEORGIA

- Alpharetta: 770.777.2099 Atlanta: 770.858.4401
- Woodstock: 877 774 4624
- IDAHO
- Lewiston: 800.615.8418

### ILLINOIS

Chicago: 312.602.6800 Naperville: 630.505.3615

KANSAS

\*Overland Park: 913.345.0500 \*Topeka: 785.272.3176

### MARYLAND

- Baltimore: 800.668.0811 Bethesda: 301.907.2400 Columbia: 800.584.2515
- Cumberland: 301.777.1500 Denton: 410 820 5517
- · Easton: 410.822.6950
- Frederick: 240.566.1705 Hunt Valley: 410.539.5149

### MASSACHUSETTS

\*\*Boston: 617.761.0600

### MICHIGAN

·Livonia: 734.402.8958

### MINNESOTA

• Maple Grove: 763.513.5951 • Minneapolis: 612.339.7811

### MISSOURI

\*\* Kansas City: 816.945.5500 \*Saint Joseph: 816.233.0201 \*\*St. Louis: 314.692.2249

MONTANA

### Bozeman: 406,922 5055 **NEW JERSEY**

- East Windsor: 609.918.0990
- Manasquan: 732.223.0070 New Providence: 908.738.2050
- -- Princeton: 609.896.0300

### **NEW YORK**

\*\*New York: 212.790.5700

### NORTH CAROLINA \*Charlotte: 704.841.7892

оню

- -- Akron: 330.668.6500 -- Cleveland: 216.447.9000
- "Dublin: 614 793 4501
- Fairborn: 937.320.1717

### Uniontown: 330 644 2044

### OKLAHOMA

\*Tulsa: 918.459.4617

### PENNSYLVANIA • Johnstown: 814.536.8300 •• Philadelphia: 610.862.2249

### RHODE ISLAND

### \*Cranston: 401.946.4441 \*Providence: 401.626.3200

- SOUTH CAROLINA ·Greenville: 864.241.2001

### Morristown: 423.587.1510 -- Nashville: 615.742.0300

TENNESSEE

- TEXAS
- Amarillo: 806.367.7069 Dallas: 972.620.0400
- -- Houston: 713.871.1118 Midland: 432.571.4909

Chattanooga: 423.385.1470 Johnson City: 423.722.5115 Knoxville: 865.251.5140

nphis: 901.685.5575

### San Antonio: 210.829.5395

### UTAH

### " Salt Lake City: 801.364.9300

# VIRGINIA - Richmond: 804.282.3421

### Roanoke: 540.345.6600

### WISCONSIN Milwaukee: 262 677 1838

\*Financial Services Office \*Benefits & Insurance Services Office







REDUCE TAXES. INCREASE CASH FLOW. MINIMIZE RISK.

# **CBIZ Commercial Real Estate**

As your portfolio of properties expands, your risk increases. Our skilled team of experts identify unique insurance and risk management opportunities to strengthen your risk management plan.

CBIZ Insurance Services, Inc. can help assess and mitigate all types of commercial real estate risk. We are experts at providing risk advisory and insurance brokerage services to protect the assets of the commercial real estate sector. CBIZ incorporates detailed knowledge of capital markets for our portfolio of clients, which includes publicly-owned and privately-held firms. We specialize in several aspects of real estate, including:

- Commercial Retail
- Office
- Multi-Family
- Hotel
- Real Estate Investment Trusts
- Shopping Centers

We have developed strong partnerships with major insurance underwriters from around the world — from London to New York to California. Our relationships allow us to provide our clients state-of-theart coverage in multiple areas, including:

- Property & General Liability
- Workers' Compensation
- Professional Liability
- Management Liability
- Excess Liability
- Pollution
- Executive Risk
- Deposit Bonds

### Client Advantages

- Experienced, dedicated team
- Broad coverage
- Most competitive pricing
- Claims advocacy services
- Direct access to a host of CBIZ real estate services
- Customized program

### Who We Are

CBIZ Insurance Services, Inc. provides a holistic approach to managing your organization's risk. As one of the country's largest publicly-owned property and casualty insurance brokers, clients receive the resources of a national broker and the personal attention of a local office.

20+ 300+ 30.000+ OFFICES
PROFESSIONALS
CLIENTS

Our experienced risk and insurance advisers partner with our colleagues in the employee and financial services sectors to offer a wide range of comprehensive business and risk management solutions. Please refer to the reverse side for more information on CBIZ.

Contact a trusted adviser for a no-obligation consultation and risk assessment:

Rob Kaelin 816.945.5158 rkaelin@cblz.com



CBIZ Insurance Services, Inc.



# **Exhibit D:**

# Commercial Real Estate Sample Deliverable – Quarterly Hot Topics



MAY 2017 | ISSUE NO. 07

CBIZ's Real Estate practice is uniquely positioned to help you minimize risk and capitalize on market opportunities.

We work with owners, managers, operators and investors, as well as commercial real estate developers and partnerships in all of the major CRE sectors: retail, office, hotel, multi-family, shopping centers and real estate investment trusts.

FINANCIAL SERVICES

**INSURANCE SERVICES** 

**VALUATION SERVICES** 

## IN THIS ISSUE:

The Retail Real Estate Crisis PAGE 1

Construction Companies May Be Missing a Critical Tax Opportunity PAGE 3

Maximize the Value of Your Business

How Will Artificial Intelligence Forever Change the Working World?

PAGE 7

EB-5 Changes Debated in April PAGE 8

# The Retail **Real Estate Crisis**

🔪 ince the beginning of the year, there have been a slew of retail bankruptcies, including Limited Stores (January), Wet Seal (February), BCBG Max Azria (February), General Wireless dba RadioShack (March), hhgregg (March) and Payless (April) to name a few. For at least several of these companies, this is not their first time at the bankruptcy rodeo. General Wireless is in what bankruptcy professionals affectionately call a "Chapter 22" (filing for Chapter 11 a second time) as the successor to RadioShack Corporation, which had previously filed in February 2015.

General Wireless is not the first retailer to file twice within a few years; just look at Sbarro which filed in April 2011 and March 2014, American Apparel which filed in October 2015 and November 2016, as well as Eastern Outfitters (the parent of discount chain Bob's Stores and the outdoor retailer Eastern Mountain Sports) which filed for a second time in February 2017 after acquiring Eastern Mountain Sports out of the Vestis Retail Group's April 2016 bankruptcy filing.

Landlords may feel they can find new tenants easily. Real estate is a limited commodity; if Barnes and Noble is closing stores, no worries, Amazon is opening them. However, the rate of store closures is not remotely close to that of new store openings.

The imbalance of stores opening to stores closing may be devastating to real estate developers and shopping mall operators. Fewer stores translate to reduced foot traffic at malls and shopping centers. This results in a domino effect. Less foot traffic means people spend less time at the mall, which in turn means less business for the smaller retailers. Do not be surprised if you start seeing major fast food and "fast casual" food vendors leaving the malls for a more neighborhood-friendly environment.

## What Can Landlords Do Now?

You see the signs. Rent is not being paid timely, month after month, and the excuses start rolling in. Do you have another tenant waiting in the wings? If you do, great; out with the old and in with the new. However, that is not always the case and even less so these days. And the process may take a while and be costly. (Continued on page 2)

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# Exhibit E: Commercial Real Estate Case Study



## Problem

The client manages several multi-family properties in multiple states. During a consultative discussion with their financial and tax advisors, CBIZ MHM, the client agreed that a complete insurance audit would be welcomed to determine the adequacy of coverage and possibilities for cost savings.

## Solution

Our CBIZ insurance audit program identified both gaps in coverage and opportunities for savings. Specifically, there was a complete exclusion of flood exposure in a flood zone and low lying areas that caused the client to be out of compliance with their loan and at risk for a loss that could have cost millions of dollars. Additionally, we noted that a number of locations were identified as dog friendly properties yet their umbrella and liability coverage specifically included an animal exclusion. Through our national program, we were able to provide improved coverage, removed the exclusions, and ultimately saved the client \$600,000 in annual insurance expense.

## Outcome

In addition to improved coverage at a lower cost, the client's assets returned increased market value based on decreased operating costs. Buoyed by their confidence in CBIZ as their advocate for both financial and risk management, the client is considering substantial expansion of their operation by acquiring a residential real estate portfolio.

As one of the largest publicly owned brokers in the country, we represent the finest companies in the industry and provide world-class product and most competitive insurance carriers commercial lines, risk management, executive protection, loss control services and coverage for specialty industries such as architects and engineers, videography and whitewater rafting,



For more information about CBIZ insurance audit services, please contact Greg Cryan, Regional

President, CBIZ Insurance Services at 678.297.7776 or GCrvan@cbiz.com.



For more information about CBIZ financial services, please contact Noel Wilner, Senior Managing Director.

CBIZ MHM, LLC at 312,602,6868 or NW ilner@cbiz.com.

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## Issue

The client owns and manages more than 2.5 million square feet of commercial property in multiple states. Two different agents had been handling the property and liability coverage, but the developer had concerns neither was considering its overall insurance program.

## Solution

CBIZ MHM, the client's financial advisor, recommended a complete insurance review through CBIZ Insurance Services to examine both risk exposure and cost of coverage. The review exposed significant coverage exclusions within the developer's insurance program. Deductibles in certain areas were so high that had the developer incurred any type of wind or water damage, it would have had very little insurance coverage to help with the costs of repair. Other areas did not have coverage under its excess umbrella policy, which could have also presented problems in the event the developer needed to make a claim.

## Outcome

By proactively identifying issues, the client was able to both improve coverage and reduce its cost, averting the risk of discovering coverage gaps during a claims process and saving an estimated \$130,000 annually.

# Holistic Approach to Client Service

We are in the business of client service. We contribute value by taking a holistic, advisory approach, listening to client concerns and anticipating client needs. Time and again, as in this case, this has been shown to be our best opportunity to contribute to client success throughout the business lifecycle.

# Increase Cash Flow.

strategy, risk mitigation and valuation services to help you safeguard your assets, maximize your net operating margins, improve your return on investment, and ultimately increase the value of your properties.

As one of the largest publicly owned property and casualty insurance brokers in the country, we are positioned to negotiate with the most competitive insurance carriers to assure our clients of the best products and full service.



For more information about business and risk management solutions, please contact Greg Cryan, Regional

President, CBIZ Insurance Services. Inc. at 678.297.7776 or GCryan@



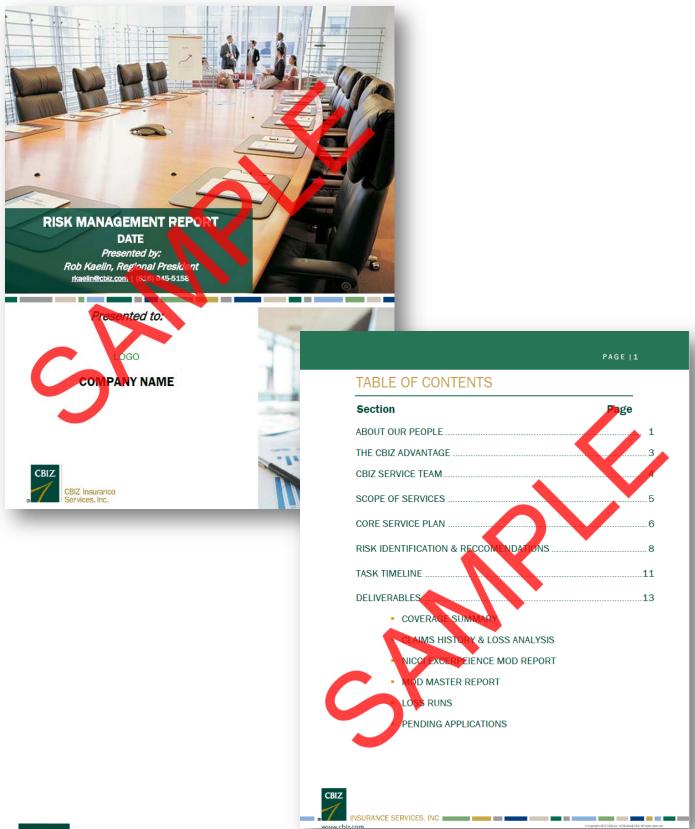
For more information about CBIZ MHM tax and accounting services, please contact your CBIZ MHM advisor, or

Brian Cohen, Director, CBIZ MHM Boca Raton at 516,994,5050 or BCohen@cbiz.com.

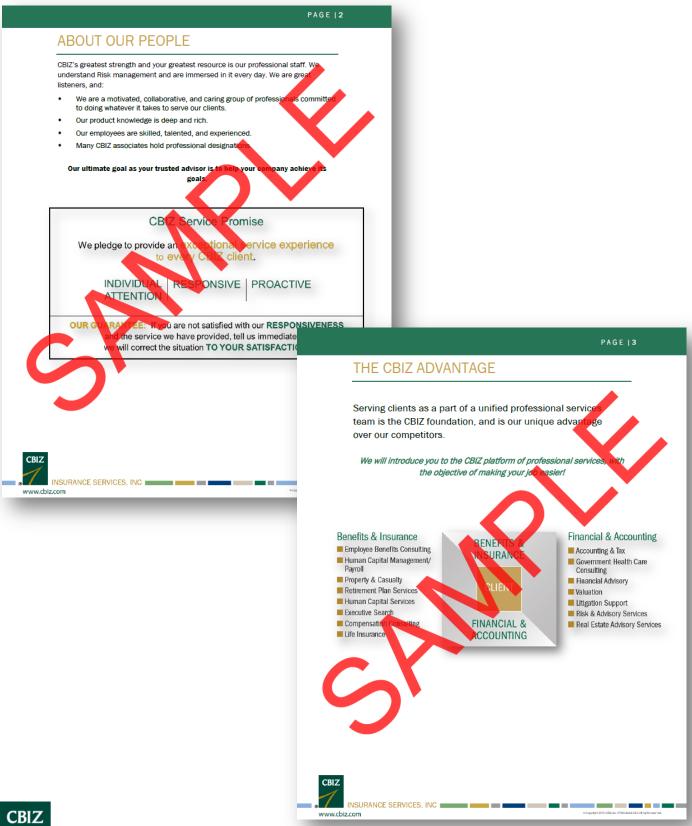
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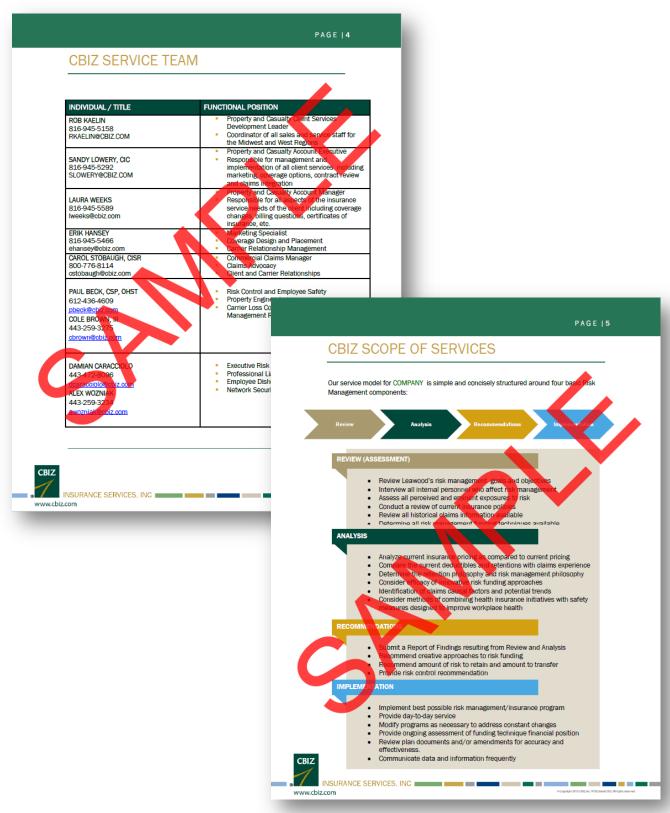
# Exhibit F: Sample Risk Management Report











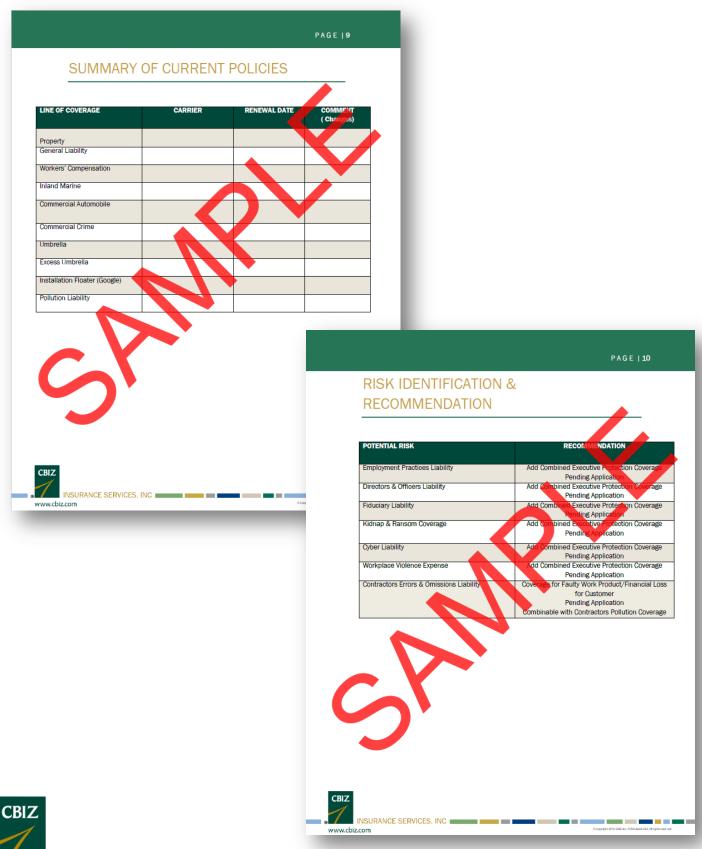


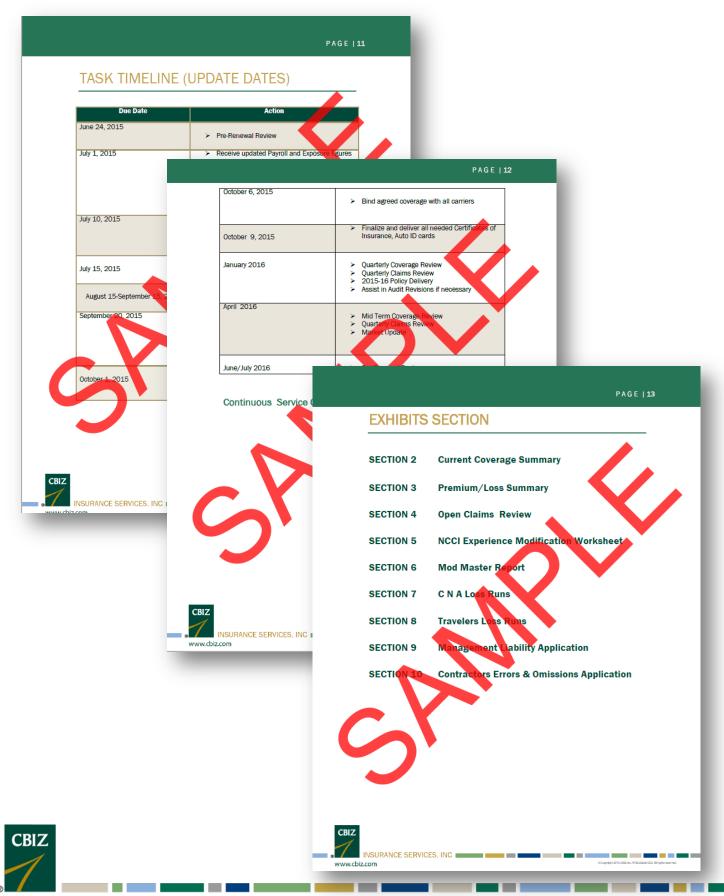


1

## PAGE |8 **CBIZ RISK & CONSULTING SERVICES** Proactive loss control and loss prevention can lead to a reduction in insurance cost cost of controlling losses at the source remains the most effective way to contain insura-Risk management means the minimization of the cost of risk, which includes accidents insurance, the cost of accidents and injuries, and the loss of productivity du Every dollar reduction in total cost of risk goes straight to the company's both CBIZ can assist you in reducing your losses by: Identifying and evaluating risks to life and property through a ted review of operations. Conducting comprehensive evaluations of and property protect management systems. Designing practical risk control protection needs. Providing consultation re ding special nusual ris aluation of losses. Trence of a specific loss. Floping practical training programs. Assisting in the investigat and evalu Providing guidance to preve Determining traff eds and Analyzing loss exp g appropriate manager and pro CBIZ Risk Control ices Risk Management Training programs Risk control audits Safety program development OSHA compliance consultations **Business Continuity Planning CBIZ RISK & CONSULTING SERVICES** Fleet Safety Driver selection, training and Hazardous materia motivational programs handling review Accident investigation & analysis Driver review techniques Regulation com **Product Safety** Quality control/assurance program evaluation Recordkeeping programs eview program evalu INSURANCE SERVICES, INC grams www.cbiz.com packaging ev Construction Fleet safety Job site evaluations Customized training progran 10 hour and 30 hour OSHA Pre-construction surveys **Property** Physical security analysis Emergency procedures programs Fire protection Law and code comp Life safety evaluation Building appraisals **Employ** ning and orientation ts Emp Safety committee development/training to meet state certification requirements Ergonomic evaluations 10 hour and 30 hour OSHA general industry training programs Industrial Hygiene Analysis and INSURANCE SERVICES, INC www.cbiz.com







# Exhibit G: Sample Insurance Due Diligence Checklist



# Insurance Due Diligence Checklist

Client: Project:

Date:

| 1.00           | Information<br>General   | Status | % Complete | Comments |
|----------------|--|--------|------------|----------|
| 1.00           | Schedules of Insurance, specifying all coverages purchased, insurers, renewal  |        | Τ          |          |
| 1.01           | dates, exposure data, premiums, limits, and deductibles (5 years).   |        |            |          |
| 1.02           | Complete copies of all current insurance policies or insurer's binders for recent                                      |        |            |          |
|                | renewals, including applications.  |        |            |          |
| 1.03           | Copies of the premium audits for the Casualty policies for the past two years.   |        |            |          |
| 1.04           | Accrual calculations and outstanding collateral (escrow and letters of credit) by line                                 |        |            |          |
| 1.04           | of insurance for all current and past loss sensitive programs. Include a copy of the                                   |        |            |          |
|                | insurer's security and collateral analysis from the last renewal, or the broker's                                      |        |            |          |
|                | worksheet.   |        |            |          |
| 1.05           | Premium Finance Agreement and Insurer Installment Plans.   |        |            |          |
| 1.06           | Service Agreement from brokers, loss prevention consultants or third-party claims                                      |        |            |          |
|                | administrators.  |        |            |          |
| 1.07           | Copies of all real estate lease agreements, including insurance provisions.  |        |            |          |
| 1.08           | Details of any past or present share ownership in any Captive or Risk Retention  |        |            |          |
|                | Group and provide most recent audited financial statement and auditors report for                                      |        |            |          |
|                | the captive or RRG.  |        |            |          |
| 2.00           | Property / Boller & Machinery / Installation Floater / Builder's Risk  |        | T          |          |
| 2.01           | Schedule of values for all locations, detailing address, construction, square footage,                                 |        |            |          |
|                | fire protection, occupancy, Flood Zones, Earthquake Zones and values for:  |        |            |          |
|                | Buildings, Contents, Equipment, EDP, Accounts Receivable, Business Interruption,                                       |        |            |          |
|                | and Extra Expense. For the Installation Floater/Builder's Risk policy, include job value                               |        |            |          |
| 2.02           | Detailed insurer loss runs illustrating total incurred, paid and reserves for the past 5                               |        |            |          |
| 2.02           | vears, on a first-dollar basis.  |        |            |          |
| 2.03           | 2009 Business Interruption worksheets, including Contingent BI exposures and   |        |            |          |
|                | Disaster Planning.   |        |            |          |
| 2.04           | Property Engineering Inspection reports (Insurer or Contract Engineering Firm),  |        |            |          |
|                | Including the latest Loss Probability Analysis.  |        |            |          |
| 3.00           | General / Product / Automobile   |        |            |          |
| 3.01           | Detailed insurer loss runs illustrating total incurred, paid and reserves for the past 5                               |        |            |          |
|                | years, on a first-dollar basis   |        |            |          |
| 3.02           | Description of losses exceeding \$10,000 and a recent copy of the adjuster's notes or                                  |        |            |          |
|                | status report. Also include a litigation summary of open claims, including details on                                  |        |            |          |
|                | allegations, demand and status.  |        |            |          |
| 3.03           | Copies of major customer contracts (COLO or MSA) that vary from the standard   |        |            |          |
| 4.00           | form posted, including indemnification agreement and insurance provisions  Workers' Compensation                       |        |            |          |
| 4.01           | Detailed insurer loss information: Five (5) years by claim, specifying open/paid                                       |        | Τ          |          |
| 4.01           | amounts, loss date, report date. Include the adjuster's most recent status report on                                   |        |            |          |
|                | claims excess of \$50,000.   |        |            |          |
| 4.02           | Current and audited historical payroli (5 years), including class code by state and                                    |        |            |          |
|                | foreign jurisdiction, including Monopolistic States and Territories.   |        |            |          |
| 4.03           | For Monopolistic State Funds (Ohio, Washington, North Dakota, Wyoming and  |        |            |          |
|                | Puerto Rico ), please forward your annual payroll declarations, assigned rates and                                     |        |            |          |
|                | premium payments for the past 3 years.   |        |            |          |
| 5.00           | Technology E&O, Network Security and Media Liability   |        |            |          |
| 5.01           | Historical Policy Limits and Insurers (5 Years).   |        |            |          |
| 5.02           | Coy of the most recent application and all attachments.  |        |            |          |
| 5.02           | Loss History (5 years). Include a list of claims that have been reported to the<br>Excess/Umbrella Liability carriers. |        |            |          |
| 6.00           | Directors & Officers, Employment Practices Liability   |        |            |          |
| 6.01           | Copy of most recent application and attachments.   |        | T          |          |
| 6.02           | Loss History (5 years), Including a list of any EEOC complaints, written demands or                                    |        |            |          |
| 0.02           | employment related actions that have been received and confirm which have been   |        |            |          |
|                | reported to the insurer.   |        |            |          |
| 7.00           | Crime/Employee Dishonesty and Fiduciary Liability  | •      |            |          |
| 7.01           | Copy of most recent applications and detailed loss runs, including a commentary on                                     |        |            |          |
|                | potential losses that have been reported.  |        |            |          |
| 7.02           | Most recent 5500's for all benefit plans including plan audits.  |        |            |          |
| 8.00           | Surety Bonds   |        |            |          |
| 8.01           | Current schedule of bonds in force, term, amount of bond, premium and surety, with                                     |        |            |          |
|                | latest work in progress schedule. Also note how much collateral (LC, account   |        |            | l        |
|                | receivable pledge, etc.) is posted with the surety.  |        |            |          |
| 9.00           | Aircraft or Non-Owned Aviation (If any)  |        |            |          |
| 9.01           | Number of leased, owned, and/or chartered aircraft.  |        |            |          |
| 9.02           | Details of flight operations, recent insurance application and pilot profiles  |        | 1          | <u> </u> |
| 9.03           | Number of annual flights   |        |            |          |
| 10.00<br>10.01 | Pollution Legal Liability  Copies of all policies purchased and a copy of the application.                             |        | T          |          |
| 10.01          | Toopies of an portoce paratiases and a copy of the application.  |        |            | l .      |



# Exhibit H: Sample CBIZ Insurance Audit Process













CBIZ Insurance

## **EXECUTIVE SUMMARY**

Thank you for the opportunity to review the ourrent in force commercial insurance program for ABC Company. The following insurance program analysis is representative of the comprehensive, analytical approach CBIZ insurance Services takes with all of its client partners. From finding the broadest and most competitively priced insurance solutions in the market, to assisting our clients mitigate their exposure to risk, we're here to serve as a team with our collective insurance expertise.

The CBIZ service model allows us the ability to deliver Risk Management and Financial Services within a unified service plan, which is our differentiator in the brokerage marketplace. Our service model is designed to provide the best insurance coverages and premiums for our clients. Most importantly CBIZ value proposition as a one stop shop to assess and mitigate all types of commercial real estate risk cannot be found anywhere else.

Successfully managing risk for every business is an ongoing, daily, dynamic process which is much more than purchasing a policy or pile of paper once a year, sticking it in a folder, and waiting 12 months to do it again. Running and growing a business requires many talents that include the collaboration of various professional leadership and expertise.

As your trusted insurance broker and risk management advisors, our goal is to help you reduce, eliminate and transfer as much risk as possible, while minimizing the total annual impact to your budget inclusive of insurance premiums, applicable deductibles, self-insured retentions and self-insured exposures. From assisting our clients with mitigating their exposures to risk, to finding the broadest and most competitively priced, insurance solutions, the collective insurance expertise and resources of our local, regional, and national team is here to serve you today and in perpetuity as you continue to grow and expand your operations.

Our analysis has reached an alarming conclusion that reveals ABS Company's current insurance policies are dangerously hadequate to properly protect your assets, and current business operations.

The collective value of the proposed risk management program outlined within our proposal can only be fully appreciated by acknowledging the perilous catastrophic significance that exists from the current insurance policies coverage, gaps, limitations, excussions, conflicting terms, unscheduled underlying policies, missing insurance policies and long list of missing Named Insurance

The auditors of this report would like to compliment senior management on the pe been assigned to assist CBIZ with the completion of this information intens appreciates the hospitality, professionalism and cooperation that have been pro involved.

We look forward to reviewing our audit findings with you, and helping you implen management program that is custom tailored to provide more comprehensive ins for the unique challenges and exposures of operating and growing your mu-

Thank You again for the privilege to work together as a trusted partner on your pro-

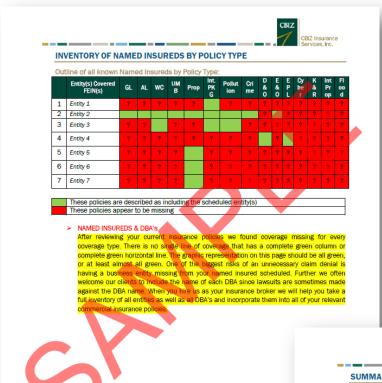
7 ABC Company



# INVENTORY OF CURRENT INSURANCE POLICIES PROVIDED FOR REVIEW

| Schedule<br>of Policies     | Effective<br>Date       | Expiration<br>Date | Insurance Co                  | Limits  | Deductibles  |
|-----------------------------|-------------------------|--------------------|-------------------------------|---|--|
| General<br>Liability        | 10/1/2015               | 10/1/2016          | Ace /<br>Westchester Fire     | \$1,000,000 Each Occurrence<br>\$1,000,000 Personal & Ad. Injury<br>\$2,000,000 Prod. Comp. Ops. Agg.<br>\$2,000,000 General Aggregate<br>\$300,000 Damage to Rented Prem<br>\$10,000 Medical Expense Limit.  | \$10,000   |
| Automobile<br>Liability     | 10/1/2015               | 10/1/2016          | Ace American<br>Insurance Co. | \$1,000,000 Combined Single Limit<br>Hired & Non-Owned Autos ONLY   | Nil  |
| Workers<br>Compensation     | 10/1/2015               | 10/1/2016          | MEMIC<br>Indemnity Co.        | \$1,000,000 Each Accident<br>\$1,000,000 Policy Limit<br>\$1,000,000 Each Employee  |  |
| Umbrella<br>Liability       | 10/1/2015               | 10/1/2016          | Ace /<br>Westchester Fire     | \$5,000,000 Each Occurrence<br>\$5,000,000 Products Comp. Ops.<br>\$5,000,000 Personal & Adv. Inj.<br>\$5,000,000 Aggregate   | \$10,000<br>Self Insured<br>Retention  |
| Property                    | 10/1/2015               | 10/1/2016          | Zurich                        | \$9,000,000 Real Property<br>\$7,100,000 Bus. Pers. Property<br>\$12,752,835 Business Interruption<br>\$2,500,000 Earth Movement  | \$25,000 AOP<br>\$50k Earth<br>Movement  |
| International<br>Package    | 10/1/2015               | 10/1/2016          | Ace American<br>Insurance Co. | General Liability 31,000,000 Each Occurrence 31,000,000 Personal & Ad. Injury 32,000,000 Pred. Comp. Ops. Ags. 52,000,000 General Aggregate 5100,000 Damage to Rented Prem 500,000 Medical Expense Limit Employee Benefits Liability 52,000,006 Each Claim 52,000,000 Annual Aggregate Contingent Auto Liability 51,000,000 Each Claim 52,000,000 Annual Aggregate Employers Liability 51,000,000 Each Accident Employers Liability 51,001,001 Each Accident Employers Liability 51,001,001 Each Accident | Includes Broad<br>Named Insured<br>Clause: 50% or<br>more controlling<br>interest, or<br>coming under<br>their active<br>control, or for<br>which the<br>Insured has the<br>responsibility of<br>placing insurance |
| Pollution                   | 10/1/2015               | 10/1/2018          | AIG Specialty                 | \$3,000,000 Each Incident<br>\$3,000,000 Aggregate Limit  | \$100,000<br>Each Incident<br>Retro 9/28/06  |
| Crime                       | 10/1/2015               | 10/1/2016          | Chubb                         | \$1,000,000 Each Coverage (A) – (I)<br>\$100,000 Coverage (J) Expense   | \$10,000   |
| D&O and<br>EPLI             | 10/1/2015               | 10/1/2016          | Arch                          | \$5,000,000 Insuring Agreement A<br>\$25,000 Insuring Agreement B<br>\$25,000 Insuring Agreement C  | \$25,000<br>Deductible   |
| E&0                         | 10/1/2015               | 10/1/2016          | Zurich                        | \$1,000,000 Each Claim Limit<br>\$1,000,000 Aggregate Limit   | \$25,000   |
| Cyber Liability<br>Kidnap & | MISSING                 | MISSING            | MISSING                       | MISSING   | MISSING  |
| Ransom<br>Intellectual      | MISSING                 | MISSING            | MISSING                       | MISSING   | MISSING  |
| Property                    | MISSING MISSING MISSING |                    | MISSING                       |   |  |
| Flood                       | MISSING MISSING MISSING |                    | MISSING                       |   |  |







# **SUMMARY OBSERVATIONS**

After reviewing your current insurance policies we found that many of your corporate entities are missing, and not recorded as a Named Insured. The graphic representation on the previous page should be all green, or at least almost all green. One of the biggest risks of an unnecessary claim denial is having a business entity missing from your named insured scheduled. Further we often welcome clients to include the name of each business related DBA name since lawsuits are sometimes made against the business DBA name. When you hire us as your insurance broker we will help you take a full inventory of all entities and incorporate them into all of your relevant commercial insurance policies

Named Insureds Many of your corporate entities appear to be missing as Named Insureds from every policy that is currently in force. These details are described more specifically within the table in the previous section titled "inventory of Named Insured by Policy Type". When you hire us as your insurance broker we will review all business entities with you to confirm the list is complete, and we will confirm all operative business entities are properly recorded and scheduled onto each of your commercial insurance policies.

Umbrella Liability
You currently have only a \$5,000,000 Umbrella Liability Limit. This is very low limit for a
successful business, especially one with operations across the country and worldwide. One
catastrophic claim can easily exceed this threshold. We strongly recommend a much higher
Umbrella Liability Limit in the range of \$10M to \$25M plus.

When you hire us as your broker we will make sure all of your primary underlying liability policies are scheduled and offer you options to increase your Umbrella Liability Limit from \$5M to at least \$10M to \$25M. The Umbrella oplicip is also missing the underlying domestic and international WO policies. We will help fix this when you hire us as your broker.

Presently your commercial property policy excludes Flood. When you hire us as your insurance broker we will secure options to improve your commercial property insurance program to include these important coverages.

It's ortical that acourate limits for each exposure (building business personal property, business income/rents) are being periodically reviewed to avoid issues of underinsurance. The schedule of locations that was provided did not include square footage, year built, or COPE details (Construction, Occupancy, Protection, Exposure). We look forward to reviewing these limits and exposures more closely, once a full schedule of values is provided to us.

ou currently have only a \$3,000,000 Pollution Liability Limit. This is very low limit for a successful business. One catastrophic claim can easily exceed this threshold. We strongly recommend a much higher Pollution Liability Limit in the range of \$5M to \$1.5M plus. When you hire us as your insurance broker we will secure options to improve your environmental liability insurance program to provide you with these higher limit options.

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## SUMMARY OBSERVATIONS

### Summary of Observations (Continued):

You currently have Workers Compensation policy in place which provides for medical care and lost wages of any employees when they are injured or become sick during the activities of their employment:

### Recommended Limits (same as current policy):

\$1,000,000 Ea. Acc. / \$1,000,000 Disease - Policy Limit / \$1,000,000 Dis There are enhancements that can be made to include extending coverage for any potential volunteers who are injured while involved with helping to perform usual employee activiti Drug Free Work Place Credits (Available)

# Safety Credits (Available)

When you hire us as your insurance broker, we will review these missing enhancements and have them added as needed to your workers compensation insurance policy

Cyber Liability
There is currently no cyber liability goley in place. If you have any claims that involve the loss, theft or compromise of your 1st party data and 3st party data of others, you would currently have no insurance coverage to defend or indemnify you or respond to the statutory privacy requirements that include mandatory notifications and credit monitoring. Social Engineering Coverage has also become one of the newest major problems of theft facing businesses who deal with transfers of funds. Example: A hacker intercepts email communications between one of your employees and the hacker provides modified wiring instructions. The client relies on the wiring instructions and sends \$500,000 to a rogue bank account. Your quickly realizes you had a Socially Engineered Theft of Funds. When you hire us as your insurance proker we will help add an endorsement to your Cyber Liability Policy to provide you with Social Engineering - Theft of Funds coverage. Note: The average cost of a Cyber breach in 2015 was \$674,000. When you hire us as your insurance broker we will help you add Cyber Liability Coverage with theft of funds coverage so you are protected from claims of this nature.

This is a manufacturer's specific form. We need to make sure the defin

- The notice of cancellation should be 20-days for non-payment a other reason (ideally would like the policy to be non-cancellable/ any reason other than non-payment)
- Section C (Examination of Your Books and Records) should be
- 3 exclusions of concern:

 Failure to Supply (including gas) exclusion.
 Contractors Professional exclusion.
 Construction Management E&O exclusion.

Note – We may not have received the complete E&O policy form for this policy based on what was included via attachment to the original email.

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# SUMMARY OBSERVATIONS Summary of Observations (Continued):

Crime
You currently have a crime policy in place, however it only provides you with a \$1.000,000 Limit, which is very low, and there is NO Social Engineering Coverage. It would be much more prudent to carry a higher Crime Limit of at least \$\$Mt os \$Mt in our up to \$1.0M. Social Engineering Coverage has also become one of the newest major problems of their facing businesses who deal with transfers of funds. Example: A hacker intercepts email communications between one of your employees and the hacker provides modified wiring instructions. The client relies on the wiring instructions and sends \$500,000 to a rogue bank account. Your quickly realizes you had a Socially Engineered Theft of Funds. When you hire us as your insurance broker we will help add ain endorsement to your Crime Policy to provide you with Social Engineering - Theft of Funds coverage.

- Review the limits for Premises and In-Transit coverage. The likelihood of \$1,000,000 exposed under either coverage part is remote so limits should be adjusted to the potential exposure and the premium amended accordingly
- The definition of client should be amended to a customer of an organization for a fee or anticipation of a fee (remove the words "under a written contract")
- The definition of discovery should be amended to CEO, CFO, General Counsel or Risk
- The definition of Contractual Independent Contractor should be amended by removing the phrase "pursuant to a written contract.....for services"
- The definition of Employee should be amended by removing the word "Contractual" in section (C)
- Exclusion 12 should be removed from the policy
- Exclusion (B)(a) should be amended by removing the word "contractual"
- The prior dishonesty threshold should be increased from \$1,000 to \$25,000 while employed by the insured
- The duration of coverage for a terminated employee should be increased from 90days to 120 days
- Exclusion (D)(1) of endorsement #3 should be amended by replacing the word "Insured" with "CEO, CFO, General Counsel or Risk Manager"
- Under section VI Proof of Loss and Legal proceedings should be amended by removing section (A)
- The crime coverage should specifically state it is primary over any other crime insurance (if you ever have a low crime limit under a package policy or BOP)





## SUMMARY OBSERVATIONS (CONTINUED)

Summary of Observations (Continued):

### Directors & Officers Liability

Since your current D&O policy is only in the name ABC Entity, it is as if you currently have no Directors & Officers Liability policy in place. If you ever have any claims against your corporate entities or your directors and officers that involve their wrongful actions of failure to act that result with adverse financial performance or loss, you would currently have no insurance coverage to defend or indemnify you. The average private company D&O claim is now in excess of \$300,000. When you hire us as your insurance broker we will help you add all of your corporate entities to your Directors and Officers Liability coverage to protect all of your corporate entities, and your Directors and Office

Other D&O Coverage Recommendations based on the D&O policy that was provided:

- Since the limit is a shared \$5,000,000 for all coverage parts consideration should be given to increase the Side A limit from \$500,000 to \$1,000,000
   The definition of Independent Contractor should be amended by removing the phrase "pursuant to a written contract, governing the nature of such person's
- engagement."

  The definition of Subsidiary should include any joint venture where the insured owns at least 35% of the outstanding shares (currently at 50%)

  The extended reporting period oost should be 100% for 12 months and there should be automatic options for 3 and 6 year durations as well

  Notice under the extended reporting period should be increased from 30 to 60-days. The policy of period should be increased from 30 to 60-days.

- Notice under the extended reporting bendo anound be indecased from 3 or 60-days. The notice to report a claim should be amended to 90-days post policy. Request predetermined run-off period options for 3 and 6 years (run-off is available if there is a change in control but there is no predetermined coost or duration threshold for notice should be increased from 25% of total assets to 35% of total assets (this is the case for EPL via endorsement #3 but not for D&O).
- derivative demand sub limit should be increased from \$250,000 to \$500,000 tion of Claim in the D&O coverage section (Section 2(A)(5) should be to by removing the words "specifically identifying such in target"
- he definition of Claim in the D&O coverage section should be all ny subpoena served upon an Insured Person for testimony onnection with a formal or informal investigation of the **Enforcement Authority**
- The definition of Wrongful Act should include personal injury clair nsuring agreement
- Exclusion 4(B)(1) of the D&O section should include a carve back subject to a \$100,000 sub limit
  The definition of Claim in the EPL coverage section should be as
- any subpoena served upon an Insured Person for testimony connection with a formal or informal investigation of the Enforcement Authority

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## SUMMARY OBSERVATIONS (CONTINUED)

Summary of Observations (Continued)

## Directors & Officers Liability (Continued)

- The definition of Employee in the EPL coverage section should include independent
- . The definition of Insured Person in the fiduciary coverage section should include Settlors as defined by ERISA
- The definition of Wrongful Acts in the fiduciary liability coverage part should be amended to include Defense Costs for Settior claims
  A sub limit of liability no less than \$250,000 should be added for PPACA Civil Money
- Penalties The sub limit of liability for HIPAA claims should be increased from \$100,000 to
- \$250,000 Section 14 (Wage and Hour Exclusion) of endorsement #2 should be removed

- Section 14 (Wage and Hour Exclusion) of endorsement #2 should be removed The definition of "Claim Manager (Section E of endorsement #3) should be CEO, CFO, director of HR, the Risk manager of General Counsel ("member" of the in-house risk management department or law departments is to broad) Endorsement #16 (Wage and Hour Exclusion EPL Coverage Part) should be removed and replaced, with Wage and Hour Defense coverage with a \$100,000 sub limit for defense. This would be in addition to the coverage already granted for a Wage and Hour Retailation blaim

## Employment Practices Liability

Employment Practices Lability

Since your current EPLI policy is only in the name ABC Entity, it is as if you currently have no 
Employment Practices Liability policy in place. If you ever have any lawsuits brought against 
your corporate entities for any of the following claims you would currently have no insurance 
coverage to defend or indemnify you.

- Sexual harass
- Discrimination
- Wrongful termination
- Breach of employment contract
- Negligent evaluation
- Failure to employ or promote
- Wrongful discipline
- Deprivation of career opportunity
- Wrongful infliction of emotional distress

\$125,000. When you hire us as your insurance broker we will help you add all of your corporate entities to your Employment Practices Liability coverage to protect all of your corporate entities, and your Directors and Officers.













## CBIZ INSURANCE SERVICES TEAM BIOGRAPHIES

We anticipate combining our national and regional experts and local team to provide the many services required by ABC Company

Greg J. Cryan - President - Southeast Region CBIZ Insurance Services Inc.

Greg Cryan is the President of CBIZ Southeast and has expertise and experience serving large. complex regional and national clients. He is responsible for delivering exceptional service and value. Greg will be directly engaged in strategic planning, market rate negotiation, financial and vendor analysis and ensuring we meet and exceed all client expectations. Prior to joining CBIZ and founding Meridian Insurance, Greg was a National Board Member and CEO of the USI Risk Consulting Group from 1998 to 2004. Greg is Past Chairman of the Greater Boca Raton Chamber of Commerce, and Former President of the Palm Beach County Insura nce Agents Association

Mobile: (561)703-0670 (Always Availat

Email:

# Keith Bowman - Executive Vice Pre CBIZ Insurance Services Inc.

Keith is a veteran Property and Casualty Insurance professional with over 28 years of sales, service and risk management experience. As the Evecutive Vice President of the Southeast U.S. for CBIZ Insurance Services, Keith is responsible for the Boca Ration Ior well as account management oversight. Keith is a cum I Alabama Business/Risk Management School, served as pit Insurance Agents of Broward County, and as past Director of Agents. Keith has spent his entire career not only providing the clients, but also promoting the healthlest, most competitive c Florida. Keith is also a past Director of The Boys and Girls Clut of the Pompanio Beach Exchange Club, and a past Trustee Pompanio Beach.

CBIZ Insurance Services.

Direct Dial: (561)994-2210 ext. 25 (954)295-6703 (Always Available) Mobile:

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## CBIZ INSURANCE SERVICES TEAM BIOGRAPHIES (CONTINUED)

# <u>Drew Meadows, Executive Vice President</u> CBIZ Insurance Services Inc.

Drew has 26 years of experience in the industry and is our Sales Manager for the Southeast. He graduated with Honors from the University of Georgia, which is consistently ranked the #1 risk management in the country. He has worked with large regional brokers and has owned his own agency. Upon selling his agency, he realized that CBIZ offered the best service and strength to his clients, so he joined in 2015. With 5 kids and a passion to serve, Drew volunteers and has leadership roles with several non-profits. He most recently was an Elder and Chairman of the Deacons of Johnson Ferry Baptist Church.

Direct: Cell: Email: (470)282-2535 (404)434-9261

# Robert Grand, CPCU, ARM, ARe - Vice President Risk Manage

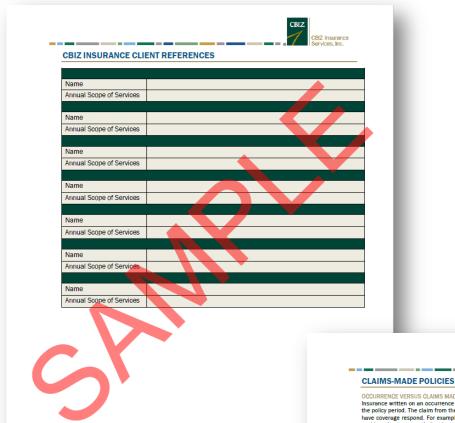
CBIZ Insurance Services Inc.

Robert Grand has more than 18 years of commercial insurance and risk management experience, helping domestic and international companies manage their total cost of risk. His professional tenure includes Actuarial & Underwriting experience with Reliance National Insurance Company as well as senior leadership roles with some of the Top Global Retail & Wholesale Insurance Brokerage firms; including NAPCO, Willis, Arthur J. Gallagher, Wells Fargo and CBIZ. Robert has extensive expertise with Large & Middle Market Companies, Commercial Real Estate, Construction, Healthcare, Manufacturing, Public Entities and Not-For-Profits. His releatiless pursuit of creative and proactive solutions has resulted in extraordinary results and long-standing client relationships. Robert graduated from The College of Insurance in New York City with a BBA in Insurance, and holds multiple professional insurance, designations, including Charted Property Casualty Underwriter (CPCI), Associate in Risk Management (ARM) and Associate in Reinsurance (ARe) from The American Institute for CPCI. Robert Grand has more than 18 years of commercial insurance and risk management experience titute for CPCL

(561)994-2210 ext. 30 Direct Dial: 561)542-3544 (Always Available)

RGrand@cbiz.com







## OCCURRENCE VERSUS CLAIMS MADE COVERAGE

OCCURENCE VERSUS CLAIMS MADE OOVERAGE.

Insurance written on an occurrence form provides coverage for events or wrongful acts solely occurring during the policy period. The claim from the wrongful act can be brought in the future after the policy expires and still have coverage respond. For example, if you buy an auto policy that is valid for one year, then it will cover an accident that happens during that one-year period, even if a lawsuit fair filed until after the policy has already expired. On the other hand, coverage is triggered for a claims made insurance policy only when a claim is first reported during the policy period, even if the injury actually occurred prior to the inception date of the insurance policy. Conversely, if the injury occurs during the policy period and a claim for the protest aurital effect the policy has expired, then the policy will not provide coverage. Management liability and professional liability, which tend to be on occurrence forms.

WHAT IS A "RETROGUIRE DATE."

(Claims-made policies also office ontain a retroactive date that specifies the earliest point in time for which the insurance will provide coverage. The coverage applies to actual or alleged wrongful acts occurring after the retroactive date which is covered by the retroactive date forward. Only injuries or wrongful acts occurring after the retroactive date who covered by a covered by the cove

WHAT IS A \*CONTINUITY DATE\*?

This is synonymously called the \*prior and pending litigation date. Similar to a retroagtive date, this feature sets a date in time for prior or active litigation but not wrongful acts. This clause will state that any litigation of any type that initiated prior to the continuity date will not be covered; even if the ellegations were not part of a potentially covered claim. Many claims, san evolve from one type to another. For example, a pollution event could harm the value of a corporation and evolve into a Directors & Officers Liability claim, or a Privacy Litigation claim could evolve into a Directors and Officers Liability claim. This date is typically set as the date the named insured first bought a type of insurance policy. When moving coverage from one insurer to another, it is critical to maintain your continuity date.

WHAT IS A "CLAIM"?

Often a claims-made policy will define the term "claim" guite broadly to include much more than just a lawsuit. Many policies define "claim" to include written demands for damages as well as proceedings such as arbitration, administrative (such as those brought by the SEC or EEO(), regulatory, mediation and civil proceedings. The language of each particular policy will govern what constitutes a claim. If you receive a demand or threat of any kind, however, and are unsure what to do, then contact your insurance agent or your insurance company promptly.

Insurance company prompty.

DOES THE INSURANCE HAVE A CLUM REPORTING REQUIREMENT?

Claims-made polibes require that claims must be reported to the insurance company before the insurer will respond to the claim. Diviously the insurer's participation in the claim process often cannot begin until the claim's reported. Claims should be reported promptly to preserve your rights under the policy. The insurer will often reserve their rights to cover any defense expenses incurred prior to their receipt of the claim. They will need to consert to any expenses if you wish to have those expenses insured. Different policies set different time periods for reporting claims. For example, claims normally must be reported as soon as practicable within the policy period. Other policies offer a limited grace period after the policy expiration from up to 30 or 60 days. In some instances this grace period is only provided if coverage is discontinued. If coverage is continuous – the policy was renewed with the same insurer or a new insurer - the claim will be made on the next policy assuming you have backdated both the retroactive date and the continuity date to match the preceding policy. You should consult the specific language of your policy to verify your reporting requirements, your insurance broker should also be able to offer assistance.



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## **CLAIMS-MADE POLICIES (CONTINUED)**

Failure to report a claim within the period set by the policy can seriously prejudice your rights under the policy, including an outright coverage denial by the insurer.

DO YOU HAVE THE RIGHT TO REPORT A CIRCUMSTANCE THAT IS NOT YET A "CI AIM"?

Do not nave the mental to Report a circumstance that could give use to a claim prior to many policies now provide you with the ability to report a circumstance that could give use to a claim prior to receiving an actual claim. This provision enables you to report potential claims or circumstances under the policy for protection in the event such circumstances eventually evolve into claims.

We recommend reporting known circumstances anytime you are considering changing insurers so you are less likely to have complications with a new insurer. It is also recommended to send notice of potential circumstances prior to your policy expiration so you can preserve the limits of your next solicy for new and unknown claims.

WHALLS A DUTY TO DEPEND POLICY?

A duty to defend policy allows the insured to tender the defense of a claim to the insurance company. The insurance company will select counsel and control the defense of the claim. Typically a duty to defend policy form obligates the insurance company to provide a defense if coverage is applicable to any of the allegations in the claim.

A NON-DUTY TO DEFEND

A policy that allows the insured to select its own counsel and defense costs may be advanced or reimbursed by the insurence company. If there are matters that the insurer deems uninsurable under the terms of the policy, they will have the ability to allocate their reimbursement based upon covered and uncovered loss on an ongoing basis.

WHAT IS A HAMMER CLAUSE?

The "hammer clause" is also called the consent to settle clause. Many insurers have a provision that says that if the plaintiff offers to settle for a certain amount, the maximum the insurer will pay is that offered amount plus expenses paid up to the date of the settlement offer. Its their way to encourage the named insured to make a business decision to resolve the claim and move on to other business. The insured can continue to flight the claim for whatever reason, but not with the insurer's money. Many carriers now offer "softened" consent to settlement provisions of 50/50, 75/25, or 80/20. Such softened clauses allow the carrier to contribute to settlements and/or defense costs at the specified percentage (ie. 50/50 = 50% allocated to carrier, 50% at insured's expense). Some carriers will consider deleting the provision in its entirety.

- SUMMARY
  For a claims-made policy to cover an otherwise covered claim (per the definitions and exclusions in your policy), the following conditions will apply:

  1) The Injury damage or alleged wrongful act must occur after the retroactive date;

  2) The claim for that injury, damage or wrongful act must be made against the insu policy period, and

  3) The claim must be reported to the insurer within the time specified.

It is advisable to report all claims and potential claims during the policy period to reduce co-based upon massing the claims reporting deadline. The most common reason for denial of c improper reporting.





# NON-ADMITTED CARRIERS (SURPLUS LINES) NOTICE

"Non-admitted Carriers" were developed for high-risk or unique exposures which conventional companies refuse to supply. A "Non-admitted Carrier" is not supported by state guarantee funds, meaning that if they fail, you remium and your insurance are probably lost. "Non-admitted Carriers" are generally not subject to regulation by your individual state insurance department therefore, the financial rating for a "Non-admitted" Carrier" is of importance. A surplus lines tax will be applied according to the state of dominion.

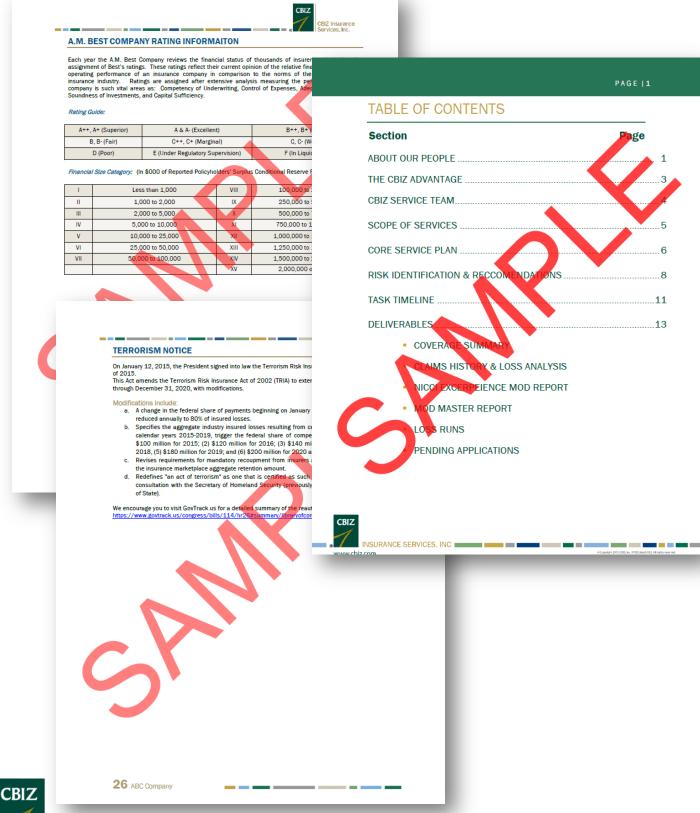
| Coverage | Carrier |   |  |
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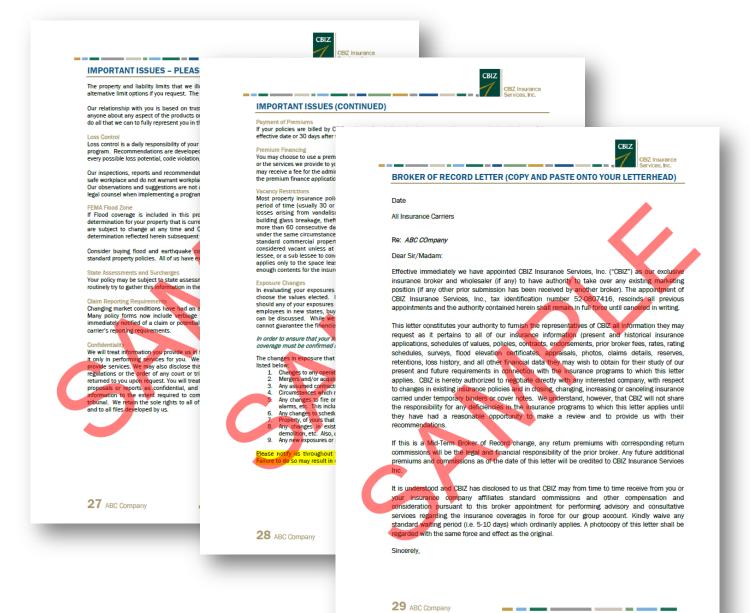
This proposed insurance coverage is being quoted to you under your State's Surplus Lines Insurer is an eligible Surplus Lines Insurer, but is not otherwise licensed by your State.

age, payment of claims is not In case of insolvency of the insurer after you purchase the

nty Association This policy is not included for cover









# Exhibit I: Insurance Values – Valuation

# CBIZ Valuation Group Insurable Values



## Overview

Can you say with confidence that you are insured to proper value? Are you able to identify and account for all major insurable assets? Is the information stored in a safe place? Is the information current? If you cannot answer "yes" to each of these questions, you may be giving your insurance carrier a definite advantage. It is the responsibility of the property owner to present indisputable facts and supporting documentation to support an insurance claim.

In today's environment, property losses can impact those who least expect them. A property insurance policy is a binding contract between the insurer and insured, which requires that both parties meet certain conditions. These conditions are clearly spelled out and, among other things, provide for proving a loss and collecting on the coverage. An insurance valuation provides critical documentation to expedite the claim process.

### Services

Through our nationwide practice, we have developed insurable appraisal expertise in real and personal property for a wide variety of facilities, including commercial, industrial, retail and institutional. Our experience in assisting clients with loss adjustments has proven the wisdom of having thorough physical checkups made at regular intervals. This procedure provides you with a proper record of all assets presently in service with necessary descriptions and current prices.

Periodic maintenance, betterments expensed, additions, transfers and disposals can all have the effect of materially changing values. A current insurable basis, which recognizes present conditions and influences on value, should be established. Our annual revision service is designed to furnish an annual update for years between personal inspections. This service is predicated upon the foundation that a re-inspection and verification is necessary at regular intervals for proper control. Continuous updating and periodic reappraisals of your property will provide you with the necessary current data to properly support your interest in the event of loss.

## Expertise

What sets CBIZ Valuation Group apart from our competition is our valuation staff. Our professionals are recognized experts and valuation consultants with extensive resumes and various designations. Our in-depth experience, combined with our multidisciplinary expertise in the valuation of insurable assets, provides the expert capability and understanding necessary to address the valuation and insurance concerns of our clients.

## About Us

CBIZ Valuation Group is a wholly owned subsidiary of CBIZ, Inc. (CBIZ), a publicly traded professional services firm providing professional business services to help clients better manage their finances and employees. As one of the largest accounting and valuation companies in the United States, our services are provided through offices nationwide. We frequently leverage the business experience of our colleagues in other disciplines to provide the highest level of professional service.

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