



Department of Administration  
Purchasing Division  
2019 Washington Street East  
Post Office Box 50130  
Charleston, WV 25305-0130

# State of West Virginia Master Agreement

Order Date: 02-21-2025

CORRECT ORDER NUMBER MUST  
APPEAR ON ALL PACKAGES, INVOICES,  
AND SHIPPING PAPERS. QUESTIONS  
CONCERNING THIS ORDER SHOULD BE  
DIRECTED TO THE DEPARTMENT  
CONTACT.

Order Number:	CMA 0203 3810 CPR2100000002 6	Procurement Folder:	881748
Document Name:	Third Party Administrator (TPA) Services for TDC	Reason for Modification:	Change Order No. 05 - to renew contract
Document Description:	Third Party Administrator (TPA) Services for TDC		
Procurement Type:	Central Master Agreement		
Buyer Name:			
Telephone:			
Email:			
Shipping Method:	Best Way	Effective Start Date:	2021-08-01
Free on Board:	FOB Dest, Freight Prepaid	Effective End Date:	2026-01-01

VENDOR	DEPARTMENT CONTACT																				
Vendor Customer Code: VS0000037932 EMPOWER RETIREMENT LLC 8515 E ORCHARD RD  GREENWOOD VILLAGE CO 80111 US Vendor Contact Phone: 7705473419 Extension:  Discount Details: <table><thead><tr><th></th><th>Discount Allowed</th><th>Discount Percentage</th><th>Discount Days</th></tr></thead><tbody><tr><td>#1</td><td>No</td><td>0.0000</td><td>0</td></tr><tr><td>#2</td><td>No</td><td></td><td></td></tr><tr><td>#3</td><td>No</td><td></td><td></td></tr><tr><td>#4</td><td>No</td><td></td><td></td></tr></tbody></table>		Discount Allowed	Discount Percentage	Discount Days	#1	No	0.0000	0	#2	No			#3	No			#4	No			Requestor Name: Cynthia L Adkins Requestor Phone: (304) 558-3570 Requestor Email: cindy.l.adkins@wv.gov  <b>2025</b> FILE LOCATION _____
	Discount Allowed	Discount Percentage	Discount Days																		
#1	No	0.0000	0																		
#2	No																				
#3	No																				
#4	No																				

INVOICE TO	SHIP TO
CONSOLIDATED PUBLIC RETIREMENT 601 57th Street, SE Suite 5 CHARLESTON WV 25304 US	CONSOLIDATED PUBLIC RETIREMENT 601 57th Street, SE Suite 5 CHARLESTON WV 25304 US

Total Order Amount:

Open End

Purchasing Division's File Copy

PURCHASING DIVISION AUTHORIZATION

DATE: 2025-02-13

ELECTRONIC SIGNATURE ON FILE

ATTORNEY GENERAL APPROVAL AS TO FORM

DATE: 2/27/2025

ELECTRONIC SIGNATURE ON FILE

ENCUMBRANCE CERTIFICATION

DATE: 2-27-25

ELECTRONIC SIGNATURE ON FILE

**Extended Description:**

Change Order

Change Order No. 05 is issued to renew the original contract according to all terms, conditions, prices and specifications contained in the original contract including all authorized change orders including the attached Amendment to the Services Agreement to pay Revenue Credits to participants accounts pursuant to the attached Revenue Credit Arrangement Schedule.

Effective date of renewal 01/02/2025 through 01/01/2026

Renewals Remaining: 2 years

Administratively correcting the renewals remaining to reflect the correct number of renewals remaining for this change order which is 2 years. The number was incorrect on CO#3 - it should have stated 4 renewal years remaining; CO#4 should have stated there were 3 renewal years remaining, therefore making CO#5 with 2 renewal years remaining.

No other changes.

Line	Commodity Code	Manufacturer	Model No	Unit	Unit Price
1	80161500				0.000000
Service From		Service To		Service Contract Amount	
2021-08-01		2026-01-01		0.00	

**Commodity Line Description:** Third Party Administrator Services (TPA)

**Extended Description:**

Third Party Administrator Services (TPA) for the Teachers Defined Contribution (TDC) Retirement Plan



EXECUTIVE DIRECTOR  
Jeffrey E. Fleck

## Consolidated Public Retirement Board

601 57th Street SE, Suite 5  
Charleston, West Virginia 25304  
Telephone: 304-558-3570 or 800-654-4406  
Fax: 304-957-7522  
Email: [cprb@wv.gov](mailto:cprb@wv.gov)  
[www.wvretirement.com](http://www.wvretirement.com)

BOARD CHAIRMAN  
Joseph G. Bunn

October 10, 2024

Marybeth Daubenspeck  
8515 E. Orchard Rd.  
Greenwood Village, CO 80111

Subject: CPR2100000002 – Third Party Administrator (TPA) Services for TDC

Dear: Ms. Daubenspeck,

The West Virginia Consolidated Public Retirement Board (CPRB) is offering to renew the subject contract under the same terms, conditions and pricing as contained in the original contract including all authorized change orders. The renewal dates are January 2, 2025 thru January 1, 2026. If your company agrees to this renewal, please sign below in blue ink and return to my attention. Should you have any questions about this letter, please feel free to give me a call.

Regards,

Amber Hawkins  
WV Consolidated Public Retirement Board  
Phone: (304) 352-6771  
Email: [amber.r.hawkins@wv.gov](mailto:amber.r.hawkins@wv.gov)

**Please complete and return by email:**

We agree to extend the contract for the period as stated above under the same terms and conditions in the original purchase order and any change orders thereto.

Signature

Print Name

Date

11/1/24

CPRB-rec'd 11/26/24

**Important Note:** Service Agreement Amendments, Pricing Change Agreements, and other contractual documents must be duly executed by both parties prior to the effective date of the changes. Backdating contracts or funding agreements is in violation of our corporate governance and regulatory requirements. Changes cannot be implemented prior to the date all documents are fully executed, even if that requires the effective date to be postponed. There are no exceptions to the rule that the effective date must follow the date all documents are executed.

**AMENDMENT**  
**to the**  
**SERVICES AGREEMENT**  
**for**  
**West Virginia Consolidated Public Retirement Board**  
**Group No. 98977**  
**Effective Date January 1, 2025**

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THIS AMENDMENT is entered into by and between West Virginia Consolidation Public Retirement Board ("Plan Sponsor") and the affiliate that provides recordkeeping services to Plan Sponsor (which is one of Empower Retirement, LLC, Empower Annuity Insurance Company of America, Empower Annuity Insurance Company or Empower Plan Services, LLC) ("Empower") and;

WHEREAS, Empower and Plan Sponsor have entered into an agreement for recordkeeping and communication services ("Agreement") under which Empower provides certain recordkeeping and communication services for the Plan Sponsor with respect to the West Virginia Teachers Defined Contribution Plan (hereinafter referred to as the "Plan" or "Plans");

WHEREAS, Empower and Plan Sponsor agree to amend the Agreement as set forth herein;

NOW, THEREFORE, in consideration of the covenants and conditions herein contained, and for other good and valuable consideration as herein provided, the parties amend the Agreement as follows:

1. Plan Sponsor hereby directs Empower to pay Revenue Credits to Participant accounts pursuant to the attached Revenue Credit Arrangement Schedule with respect to any Investment Option that pays fund service fees to Empower. Any arrangement in the Agreement, or any schedule, exhibit or attachment thereto, relating to the disposition of fund service fees or revenue credits, is hereby deleted in its entirety and is replaced with the Revenue Credit Arrangement Schedule attached hereto.
2. In all other respects, the Agreement shall remain in full force and effect.
3. This Amendment shall take effect on the Effective Date written above.

**Revenue Credit Arrangement Schedule**  
**for the West Virginia Teachers Defined Contribution Plan**

Empower and Plan Sponsor agree that Empower will pay to the Plan, on a monthly basis, the Revenue Credits amount as described below.

Revenue Credits shall be determined by multiplying the Plan's average daily balance in each of the Plan's Investment Options for the month by the annual rate (prorated for the month) of service fees paid to Empower by the Investment Option or its affiliates as reflected in the Plan's Plan Fee Disclosure Report (a copy of the Plan's most recent Fee Disclosure Report is available on the Plan Sponsor Website) ("Revenue Credits").

Plan Sponsor directs Empower to allocate any Revenue Credits to Participant accounts proportionately based on the average daily balance of such accounts in the Investment Option during the month and to invest such amounts based on the Participant's investment elections with respect to future contributions or, if none, the applicable Plan default fund.

Revenue Credits shall be determined and allocated to the Participant accounts within 45 days after the end of the month.

In the event that the Agreement is terminated, Empower will determine and allocate Revenue Credits to the Plan in advance of the Plan's scheduled termination date based on an estimate of the Plan's average daily balance in each of the Plan's Investment Options.

The Revenue Credit under this arrangement is funded from Empower's general assets and is being made available as a reduction in the compensation that Empower would otherwise earn in connection with the services it provides to the Plan. No specific funds will be set aside in an account or fund for the Plan's benefit or otherwise segregated for purposes of funding this arrangement, and the Plan has no right, title or interest in any Credits prior to the time that the Credit is paid to the Plan. No interest will be earned by the Plan or paid on Credits that are accrued. The Plan Sponsor understands that the Investment Options are held in omnibus accounts and that the amount of Service Fees received by Empower in relation to Plan assets from the Investment Options may differ from the amount of Revenue Credits due to differences in calculation methods between the Investment Options and Empower.

Plan Sponsor represents that it has reviewed this arrangement and the allocation method with its legal and tax advisors and has determined that the arrangement is consistent with the terms of the Plan and with its fiduciary obligations and will not result in a violation of the Code or any other applicable law. Plan Sponsor acknowledges and agrees that Empower shall not be considered a fiduciary and shall not have or exercise any discretion, with respect to its offering or administration of this arrangement. Plan Sponsor acknowledges that the amount of the Revenue Credit may vary with changes in the Plan's Investment Options or if the amounts paid to Empower by the Plan's Investment Options change.

By signing this Amendment, the parties certify that they have read and understood it, that they agree to be bound by its terms and that they have the authority to sign it.

**For: West Virginia Consolidated Public Retirement Board**

Signature: Jeffrey E. Fleck

Date 11/13/24

Name: Jeffrey E. Fleck

Title: Executive Director

**For: Empower**

Signature: Marybeth Daubenspeck

Date 11/25/24

Name: Marybeth Daubenspeck

Title: Vice President

### **CMA CPR20\*01**

Contract term was a three-year contract with five (5) one-year renewals

01/01/2020 to 12/31/2020

01/01/2021 to 12/31/2021

01/01/2022 to 12/31/2022

CO#1 changed vendor name

CO#2 End date was changed to 07/31/2021

### **CMA CPR21\*02**

This contract was issued as a reassignment since the vendor had a name change from Great West Life & Annuity Insurance Company to Empower Retirement LLC. The reassignment contract term was 6/15/2021 to 12/31/2022.

CO#1 issued to correct erroneous start date of reassigned contract to 08/01/2021 with end date of 12/31/2022

CO#2 issued to correct end date since contract was a three-year contract with 5 one-year renewals – corrected end date 01/01/2023.

CO#3 Renewal term 01/02/2023 to 01/01/2024 with four years renewals remaining, however, the CO had 2 remaining renewals

CO#4 Renewal term 01/02/2024 to 01/01/2025 with three years renewal remaining, however, the CO had 1 remaining renewal

CO#5 Renewal term 01/02/2025 to 01/01/2026 with two years renewals remaining.





Lyle, Tara L <tara.l.lyle@wv.gov>

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## Re: CO - Third Party Administrator

1 message

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Adkins, Cindy L <cindy.l.adkins@wv.gov>

Thu, Jan 16, 2025 at 3:08 PM

To: "Lyle, Tara L" <tara.l.lyle@wv.gov>

The "Revenue Credit Arrangement Schedule" is page 3 of the Services Agreement.

Cynthia L Adkins  
Office/HR Manager  
WV Consolidated Public Retirement Board  
601 57th Street, Suite 5  
Charleston, WV 25304  
Phone: 304-957-3528  
Fax: 304-558-6337  
Email: cindy.l.adkins@wv.gov

**"Serving those who serve West Virginia"**

On Thu, Jan 16, 2025 at 2:59 PM Adkins, Cindy L <cindy.l.adkins@wv.gov> wrote:

If there is an amendment it would be for fund changes and the contract allows for fund changes but it does not increase the fees we pay, the fees are set.

Cynthia L Adkins  
Office/HR Manager  
WV Consolidated Public Retirement Board  
601 57th Street, Suite 5  
Charleston, WV 25304  
Phone: 304-957-3528  
Fax: 304-558-6337  
Email: cindy.l.adkins@wv.gov

**"Serving those who serve West Virginia"**

On Thu, Jan 16, 2025 at 2:57 PM Lyle, Tara L <tara.l.lyle@wv.gov> wrote:

Cindy,

I had looked at the change order request but was questioning the amendment that was added. I attached a copy of it.

Is this a normal request and something that was anticipated in the original contract? Or, is it a new requirement not anticipated?

Also, the amendment states there is a "Revenue Credit Arrangement Schedule" attached but I didn't see it.

Thanks,  
Tara


## Keyword Search

For more information on how to use our keyword search, visit our help guide

Simple Search

Search Editor

☐ Any Words 

☐ All Words 

☐ Exact Phrase 

e.g. 123456789, Smith Corp

"empower retirement llc"

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Entity

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Location

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Status

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☒ Active

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Your search did not return any results for active records.

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## West Virginia Secretary of State — Online Data Services

### Business and Licensing

Online Data Services Help

### Business Organization Detail

*NOTICE: The West Virginia Secretary of State's Office makes every reasonable effort to ensure the accuracy of information. However, we make no representation or warranty as to the correctness or completeness of the information. If information is missing from this page, it is not in the The West Virginia Secretary of State's database.*

### EMPOWER RETIREMENT, LLC

Organization Information								
Org Type	Effective Date	Established Date	Filing Date	Charter	Class	Sec Type	Termination Date	Termination Reason
LLC   Limited Liability Company	5/17/1994		5/17/1994	Foreign	Profit			

Organization Information								
<b>Business Purpose</b>	5242 - Finance and Insurance - Insurance Carriers and Related Activities - Agencies, Brokerages and Other Insurance Related Activities (claims adjusting, third-party administration)			<b>Capital Stock</b>				
<b>Charter County</b>				<b>Control Number</b>	0			
<b>Charter State</b>	CO			<b>Excess Acres</b>				
<b>At Will Term</b>	A			<b>Member</b>				
<b>At Will Term Years</b>				<b>Pa</b>				
<b>Authorized Shares</b>				<b>Entrepreneur</b>	Not Specified			

## Addresses

Type	Address
<b>Designated Office Address</b>	8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO, 80111
<b>Mailing Address</b>	8515 E ORCHARD RD GREENWOOD VILLAGE, CO, 80111 USA
<b>Notice of Process Address</b>	C T CORPORATION SYSTEM 5098 WASHINGTON ST W STE 407 CHARLESTON, WV, 253131561
<b>Principal Office Address</b>	8515 E ORCHARD RD GREENWOOD VILLAGE, CO, 80111 USA
Type	Address

## Officers

Type	Name/Address
<b>Manager</b>	EDMUND MURPHY 8515 E ORCHARD RD GREENWOOD VILLAGE, CO, 80111
<b>Manager</b>	ROBERT JEFFREY ORR 8515 E ORCHARD RD GREENWOOD VILLAGE, CO, 80111
Type	Name/Address

## DBA

DBA Name	Description	Effective Date	Termination Date
FINANCIAL ADMINISTRATIVE SERVICES CORPORATION OF COLORADO	FORCED DBA	5/17/1994	
DBA Name	Description	Effective Date	Termination Date

## Name Changes

Date	Old Name
<b>10/21/2019</b>	FASCORE, LLC
Date	Old Name

Hi, I'm SOLO! I can help you file your Annual Report.

Date	Amendment
10/21/2019	NAME CHANGE: FROM FASCORE, LLC
10/3/2005	CONVERSION FILED CHANGING FINANCIAL ADMINISTRATIVE SERVICES CORPORATION TO FASCORE, LLC 10/3/2005 CK
Date	Amendment

Annual Reports	
Filed For	
2024	
2023	
2022	
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Date filed

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For more information, please contact the Secretary of State's Office at 304-558-8000.

Wednesday, February 12, 2025 — 9:49 AM

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you file your Annual  
Report.

# COMPLIANCE VERIFICATION CHECKLIST FOR REQUISITION SUBMISSION

<i>Purchasing Division Use:</i> Buyer: <u>Crystal Husted</u> Date: <u>2/12/25</u>  Solicitation No. <u>CMA CPR21*02 COS</u>	Agency: CPRB  Procurement Officer Submitting Requisition: Amber Hawkins  Requisition No. CMA - CPR21*02  PF No.: 881748
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This checklist **MUST** be completed by a state agency's designated procurement officer and submitted with the Purchase Requisition to the Purchasing Division. The purpose of the checklist is to verify that an agency procurement officer has obtained and included required documentation necessary for the Purchasing Division to process the requisition without future processing disruptions. At the agency's preference, the agency **MUST** either submit the checklist by attaching it to the requisition's Header **OR** by placing it in the requisition's Procurement Folder.

## FOR ALL SOLICITATION TYPES:

	Compliance Check Type	Required	Provided, if Required	Not Required	Purch. Div. Confirmation
1	Specifications and Pricing Page included	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Use of correct specification template	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Use of correct requisition type [CRQS → CCT or CPO] or [CRQM → CMA]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Use of most current terms and conditions ( <a href="http://www.state.wv.us/admin/purchase/TCP.pdf">www.state.wv.us/admin/purchase/TCP.pdf</a> )	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Maximum budgeted amount in wvOASIS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Suggested vendors in wvOASIS	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Capitol Building Commission pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Financing (Governor's Office) pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Fleet Management Division pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Compliance Check Type	Required	Provided, if Required	Not Required	Purch. Div. Confirmation
<b>10</b>	<b>Insurance requirements</b>				
	Commercial General Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Automobile Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Workers' Compensation/Employer's Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Cyber Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Builder's Risk/Installation Floater	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Professional Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Other (specify)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>11</b>	Office of Technology CIO pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>12</b>	Treasurer's Office (banking) pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### FOR CHANGE ORDERS/RENEWALS:

<b>1</b>	Two-party agreement	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>2</b>	Standard change order language	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>3</b>	Office of Technology CIO approval	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>4</b>	Justification for price increases/backdating/other	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b>	Bond Rider (Construction)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>6</b>	Secretary of State Verification	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>7</b>	State debarment verification	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>8</b>	Federal debarment verification	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

*\*The items pre-checked are required before a Purchase Requisition may be submitted to the Purchasing Division. Failure to complete and verify this documentation may result in rejection of the requisition back to the agency. It is up to the agency procurement officer to determine if pre-approvals, insurance, or other documentation is needed for the purchase. The referenced information below may be used to make this determination.*

#### For Purchasing Division Use Only:

I have reviewed the requisition identified above and find that it is sufficient to advertise publicly to the vendor community. My review does not preclude the possibility that the vendor community, or some other entity, will identify an area of concern; however, should such issues or concerns arise, they will be reviewed and addressed as may be appropriate.

Signature: \_\_\_\_\_

*Cynthia Husted*