

RFP 4201 Solicitation - Vendor Submission

Vendor Information

Company Name: Korn Ferry
Contact Name: Rachel Olivieri
Contact Title: Administrative Office Manager
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City: Washington
State: DC
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Business Type:

Addenda

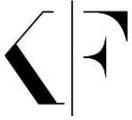
X - The following addenda was received:

Addendum#1

Attachments

 [Korn Ferry_RFP4201_1_Tue Dec 08 13:54:04 EST 2020.pdf](#)

Additional Vendor Comments:



KORN FERRY®

**KORN FERRY PROPOSAL FOR KENT COUNTY
ADMINISTRATOR / CONTROLLER SEARCH
DECEMBER 2020**

PRIVATE AND CONFIDENTIAL

December 6, 2020

Mr. Calvin Brinks
Purchasing Manager
Kent County
300 Monroe Avenue NW
Grand Rapids, MI 49503

Dear Calvin,

Thank you for the opportunity to assist Kent County with this important search for an Administrator / Controller. This letter of engagement sets forth our understanding of your needs, and the terms and conditions on which our services will be provided. Kent County may be referred to as “**Client**,” “**you**,” or “**your**.” Korn Ferry (US), on behalf of itself and its affiliates (one or more of which may be performing services) and doing business as Korn Ferry, may be referred to as “**Korn Ferry**,” “**we**,” “**our**,” or “**us**.” This letter of proposal forms the agreement (the “**Agreement**”) under which we will work together. Korn Ferry will provide the professional services described below (the “**Services**”).

Executive Summary

Qualifications

Last year, Korn Ferry celebrated 50 years of enabling people and organizations to exceed their potential. Lester B. Korn and Richard M. Ferry founded Korn Ferry in Los Angeles with a \$10,000 investment. Today, Korn Ferry has grown to an organization with 8,000 colleagues in 104 offices across 52 countries and is the leader in executive recruitment, conducting over 100,000 senior-level searches for clients in local communities and worldwide. Korn Ferry is the premier provider of executive human capital solutions with services ranging from governance and CEO recruitment to executive and board search, middle-management recruitment, coaching, succession planning and onboarding, compensation & benefits, organizational strategy, and Diversity, Equity and Inclusion (DEI).

Korn Ferry was established in 1969. Korn Ferry has been a leader in executive recruitment for more than 40 years, conducting over 100,000 senior-level searches for clients in local communities and worldwide. Today, Korn Ferry is the premier provider of executive human capital solutions, with services ranging from corporate governance and CEO recruitment to executive search, diversity & inclusion, middle-management recruitment and Leadership and Talent Consulting Solutions.

Korn Ferry is a publicly traded company (NYSE: KFY). Korn Ferry is managed by a board of



directors, a CEO and a team of senior leaders representing our various business lines. With the acquisition of Hay Group in 2015, Korn Ferry now consists of three business units:

***Korn Ferry Executive Search** – helps organizations and companies attract the best executive talent for advancing mission and business.

***Korn Ferry Advisory** – helps organizations align to their people — developing, engaging, and rewarding them to reach new heights.

***Korn Ferry RPO and Professional Search** – delivers professional talent that builds up leadership.

Korn Ferry is more than a search firm, we are a global organizational consulting firm. We help companies design their organization – the structure, roles, and responsibilities, as well as how they compensate, develop and motivate their people. Crucially, we help organizations select and hire the talent they need to execute their strategy. Our approximately 7,000 colleagues serve clients in more than 50 countries.

We proudly continue to be recognized for our stellar reputation in executive recruitment. In 2020, Korn Ferry was recognized in Forbes Magazine as America's best executive recruiter.

The Korn Ferry Non-Profit and Public Sector Practice is the most successful and experienced specialty practice serving the sector locally, nationally, and internationally.

Our Place in the Market

Korn Ferry's Nonprofit Public Sector Practice leads the market in CEO searches. We have the largest footprint of any search firm and have consistently been named by Forbes as "America's Best Executive Recruiter" among 250 executive recruiting firms.

In addition to our incredible research capabilities, our networks are unrivaled across the nonprofit, corporate, and public sectors. In addition to your dedicated team, we can leverage the networks of our partners in key areas to further deliver best-in-class and diverse talent with both traditional and nontraditional backgrounds.

We have also had great success in recruiting business leaders into this community/Public sector positions. Our practice is creative and aggressive in the market and holds the capacity to develop best-in-class talent with both traditional and non-traditional backgrounds.

With our team, you will find the benefit of working with a specialty boutique, with the added benefits of significant value-added resources of a large firm to execute successful searches. For instance, for this assignment, we are strategically positioned to leverage the expertise and networks of our colleagues across several practice areas. We will offer dedicated relationship management to ensure your complete satisfaction.

Representative Public Sector Clients:

U.S. Securities and Exchange Corporation (SEC)

U.S. Department of Education

U.S. Department of Transportation

Federal Research Board of Governors

Food & Drug Administration (FDA)

Overseas Private Investment Corporation (OPIC)

U.S. Institute of Peace

Millennial Challenge Corporation (MCC)

United States Postal Service (USPS)



Federal Housing Finance Administration
Virginia Economic Development Partnership
Fairfax County Economic Development Authority

Representative Local Clients:

The Right Place – Grand Rapids, Michigan
Grand Rapids Art Museum (GRAM) – Grand Rapids, Michigan
ArtPrize – Grand Rapids, Michigan
Detroit Regional Chamber of Commerce – Detroit, Michigan

In addition to our deep experience across the nonprofit sector, Korn Ferry has unrivaled experience across for-profit industries. We are a partner to 96% of Fortune 100 Companies, 100% of the Dow Jones Industrial Companies, 96% of Fortune Most Admired Companies, 90% of the EuroNext 100, and 89% of the FTSE 100.

Recommendation

Outline of Services

Our experience has shown that the most successful search assignments are those in which we work closely and partner with our client. While we seek to identify and recommend suitable candidates for a position, you will decide whom to hire. There are several responsibilities that you will undertake to ensure that qualified candidates are made available. Among others, these include:

- Provide Korn Ferry with the appropriate access to key leadership and the final hiring authority.
- Clearly indicate those areas relevant to the search that you wish us to keep confidential.
- Provide timely feedback to Korn Ferry on all aspects of the assignment.
- Schedule interviews promptly with candidates and report your findings as soon as possible.
- Provide Korn Ferry with information on candidates you may have identified from other sources or from within your organization, so that they may be evaluated as part of the search process.
- Provide information to candidates about your company that will enable them to make informed career decisions.
- Agree on a communication strategy to discuss the progress of the search, including marketplace intelligence affecting the search.

Confidentiality

Each of us will maintain the confidentiality of the other's confidential information. We may use and include information obtained in the engagement in our databases and use de-identified data for research and to improve our offerings. We continue to own our pre-existing intellectual property, including databases, assessments, tools, and methodology, and grant you a limited license to use the reports provided solely for your internal use.

Compliance with Legal & Regulatory Requirements

Each party represents and warrants that it: (a) will comply with all applicable legal and regulatory requirements in connection with this Agreement, which include: (i) information privacy and data protection laws and regulations relating to the protection, disclosure and use of individuals' personal data (such as the General Data Protection Regulation (GDPR) if



applicable) and other laws and regulations that mandate the protection of personal data; (ii) anti-bribery, anti-corruption, anti-money laundering laws and regulations; and (iii) international trade sanctions, embargoes, or export bans of the US, EU, UK, UN and any other governmental or supranational body with jurisdiction over this Agreement or either party (“**Sanctions**”); (b) is not a subject of Sanctions; (c) is not owned or controlled by any person or entity subject to Sanctions; and (d) is not located or organized in, or owned or controlled by persons or entities in a jurisdiction subject to Sanctions (including Cuba, Iran, North Korea, Syria, and the Crimea Region of the Ukraine) (“**Sanctioned Jurisdiction**”).

Client further represents and warrants that it will not transfer, provide access, or use the Services or work product (including tools and intellectual property) to or for the benefit of any Specially Designated National and Blocked Person (as designated by the U.S. Department of the Treasury’s Office of Foreign Assets Control), to or in any Sanctioned Jurisdiction, or to any other party if such transfer, access, or use would constitute a violation of Sanctions.

Any breach of this section is a material breach of this Agreement and grounds for immediate termination by the non-breaching party.

Notwithstanding anything in this Agreement to the contrary, nothing in this Agreement requires Korn Ferry to do any act or refrain from doing any act which would result in Korn Ferry violating (or becoming subject to any penalty under) any laws to which it is subject.

Executive Search Approach

We highlight several specifics of the approach Korn Ferry would use in the search for the Kent County Administrator / Controller, as well as the participation of Search Committee and other stakeholders. This process will be further customized to meet your needs. The Korn Ferry team will manage logistics, reducing administrative burden on the Kent County staff and the Search Committee.

- a) *Develop an Understanding of Kent County, Board Expectations and Position Requirements.*** We believe in intensive due diligence at the beginning of the search process. We will spend time with the Search Committee, board members, senior staff and other appropriate stakeholders, including members of the Kent County Board of Supervisors (if appropriate); these conversations are important to the success of the search and, ultimately, to legitimizing the selection of your new Administrator / Controller. These conversations also highlight any issues that should be resolved at the beginning of the process and provide Korn Ferry with an understanding of the unique opportunities and challenges associated with the position, thereby allowing us to have rich discussions with sources and prospective candidates.

As a result of our considerable experience, we can provide you with our perspective on market conditions; including organizational reputation, competitive landscape, ideal backgrounds and sources of candidates, and compensation requirements. This due diligence process, combined with the development of a leadership profile, will be critical to legitimizing the placement, and to framing a search strategy that will result in a positive outcome.

- b) *Discuss and Develop the Position Specification.*** In partnership with you, we will develop a Position Specification in the Korn Ferry model, utilizing any position description you may provide, information gleaned from our meetings with stakeholders and any additional materials (annual report, website, brochures, etc.). The Position Specification serves as an information piece provided to candidates and describes the



key success factors and priorities of the position, as well as candidate specifications including competencies, experience, and personal qualities being sought. This is not only a way of summarizing our understanding, but is the key marketing tool, along with appropriate Kent County materials, that we will use in attracting prospective candidates to this opportunity. This document will be sent to you for your approval prior to our sharing it with potential candidates.

- c) **Identification of Qualified Candidates.** Upon approval of the Position Specification, we will begin to search for suitable candidates utilizing the following activities:
- i. **Review of Internally Generated Candidates:** We would ask that any candidates generated through your own sources or individuals in your organization should be included in the overall mix of candidates, as if they were generated directly by Korn Ferry. This process furthers the overall partnership approach to the search. Each candidate will then be assessed on his/her own merits presented accordingly, and may be evaluated comparatively to the entire candidate pool.
 - ii. **Targeted Research:** We will determine a robust search strategy and search criteria that will lead us to identify a list of target organizations where we believe appropriate candidates may be found. Selected individuals will be approached to determine their potential fit with the position requirements and their interest in the position.
 - iii. **Database and Information Sources Review:** Our technology capabilities and related research systems, as well as our office information network, are among the largest and most sophisticated in executive recruiting today. In addition, a wide range of library and proprietary sources of information is continually updated to help us identify and evaluate qualified candidates for client assignments.
 - iv. **Direct Sourcing:** Korn Ferry will contact individuals identified in appropriate sectors to discuss the search and to obtain their referral to individuals who could be candidates for the assignment.
 - v. **Advertising:** As it is important to publicize the position for transparency, we would suggest using advertising in the relevant media as a complement to our direct search approach. We would be happy to offer our support in developing and posting the advertisement.
 - vi. **eKornFerry and Website Postings:** We will post the opening on our widely visited website www.ekornferry.com at no extra cost. Through ekornferry, executives with the skills and requirements you seek will be alerted to the opportunity, and we will screen and assess the validity of these applicants as well the candidates we source directly.
- d) **Presentation of Long List.** Qualified, prescreened candidates will be put through a comprehensive and thorough interview with our consultants. Based on information provided by the candidates (typically 10-12 candidates) and gathered from other sources, a comprehensive Long List of candidates will be presented to Kent County that we recommend for an interview with the Search Committee. Additionally, information such as candidates' availability, strengths, weaknesses, interest and fit will be provided. The Search Committee will select a subset of this group to interview in person.



- e) **Search Committee Interviews.** We will facilitate first round (typically 5-6 candidates) and final round interviews (typically 2-3 finalists) for Kent County. Our team will handle all logistics for these meetings. We will conduct these meetings via video conference.
- f) **Use of our unique Assessment Methodology.** Described in more detail below and as part of our search process, we will assist you in determining the most appropriate leadership characteristics for the role. We then utilize our validated assessment methodology to help evaluate candidate fit against these desired criteria, as well as your culture.
- g) **Conduct Reference Checks and Due Diligence on Shortlisted Candidates.** Once the Search Committee has identified the Short List, we will conduct formal references. It is our practice to speak directly with individuals who are, or have recently been, in a position to evaluate the candidates for the role. Written references outlining Korn Ferry's findings will be presented to you. Korn Ferry also verifies information such as university degrees. We can also conduct via a third party, comprehensive background checks including negative media, credit, criminal, civil and DMV.
- h) **Update of our Progress throughout the Assignment.** We will regularly update Kent County on our progress, challenges and key observations as the search assignment evolves. We will aim to agree on the nature of the update reporting with you at the beginning of the engagement. We may also establish a portal for information sharing.
- i) **Facilitate Offer Negotiation.** Once a candidate is selected by Kent County, we will assist, as appropriate, with preparation and advice in the construction of a competitive employment offer based on market data and your compensation parameters. If needed, we will present and explain an offer to the candidate, and act as an intermediary in the event that changes or adjustments in the initial employment offer are necessary to gain their acceptance. Throughout this stage of the process, we will continue to act as an agent of Kent County and represent the organization according to its directions.
- j) **Announcement and Transition.** We will work with Kent County to ensure a communications plan is in place to announce the new Administrator / Controller with strategic sequencing for key stakeholders and the media. We will also recommend that an onboarding plan is in place to promote a smooth transition.

Customer Satisfaction Survey. At the end of the assignment we will ask Kent County to participate in our independent Customer Satisfaction Survey. As an organization we have a philosophy of continuous improvement and your feedback regarding the recruitment process is vital for us to further enhance our services. All information that you impart is treated as confidential to Korn Ferry.

KF4D EXECUTIVE ASSESSMENT

Korn Ferry has built a world-leading, sophisticated, and credible tool for evaluating talent. Our Four-Dimensional Executive Assessment statistically validates candidates' leadership, thinking style and cultural fit to the role and your organizational culture.

- 40% of executives fail within the first 18 months due to poor fit, and our assessment enhances the ability to find the right degree of fit.



- This research-based and academically verified tool provides you with insight into candidates' key behavioral competencies and values. The candidates are analyzed in terms of experience and personality: *What you do* (Competencies and Experiences) and *Who you are* (Traits and Drivers).
- Assessment reports provide quantitative comparison of individual candidates against target leadership competencies.
- Candidates are also benchmarked against “best-in-class” success profiles by function/industry. The underpinning of KF4D is Korn Ferry's unrivaled talent data: more than 2.5 million assessments that include the very top executive levels, and profiles of 8.5 million additional candidates. Our success profiles are forged by rigorous statistical analysis.
- The Assessment significantly improves the likelihood of a final candidate's success. It is user-friendly, business oriented and statistically valid.

Unique Client Profile

KF4D translates input from clients about unique job characteristics and organizational culture into best-in-class benchmarks. Korn Ferry will notably offer a customized experience for the key decision makers and stakeholders to define the role requirements providing input on the desired skills, qualities and cultural attributes. The result will be the generation of a Unique Client Profile which may play an important role in the search process.

Candidate Benchmarking

All short-listed candidates for the position will be asked to take the Assessment, a 60-minute online exercise. Our assessment specialist, Kendra Marion, will compare each candidate's competencies and values against the needs of the position and the cultural practices of your organization. The results of the assessment will allow us to evaluate soft skills, leadership style, thinking style, career values and emotional competencies of the candidates versus the agreed upon Profile. The results of this assessment methodology (in addition to our face-to-face candidate interviews) become a valuable decision-support tool in the process of recruitment. The KF4D Assessment will be offered to Kent County in the context of this assignment at no additional charge.

DIVERSITY

Commitment:

We lean in and are intentionally inclusive. Our diversity efforts reflect Korn Ferry's commitment to equity, diversity, and inclusion, and we ensure that we maintain an active network of contacts in key communities including engagement with professional organizations for women and people of color within the nonprofit sector and other industries. Korn Ferry has invested in a dedicated team within our research function solely focused on diversity. For the Chamber, our process will include employing our vast resources and relationships to ensure a diverse slate of candidates.

Track Record:

The Nonprofit Practice of Korn Ferry is proud that 100% of our slates are incredibly diverse and over 70% of our placements are women and people of color.

Mitigating Unconscious Bias:

- Diverse perspectives are solicited during our information gathering phase
- The position description is A) free of language that may be insensitive or implicitly bias and B) inclusive of language that is encouraging to individuals from all backgrounds to apply
- Robust research and proactive outreach to ensure a diverse pool of candidates for consideration



- Prior to an in-person interview, KF conducts a preliminary phone screen based on a rubric of qualifications which enables the team to evaluate facts/relevant experience first and foremost
- Unconscious bias training/review for the Search Committee (optional service)
- Customized interview questions for the Search Committee that prevent gender, racial, cultural, and other forms of bias
- Offer and negotiation phase is fair and equitable
- Onboarding plan is aligned with commitment to equity and inclusion

AFTER THE SEARCH

We will remain engaged with the candidate as they transition into the organization and are able to offer services such as onboarding and coaching to further facilitate assimilation to your organization and culture. From our experience it is essential that the candidate has a clear understanding of your expectations as to their goals and objectives, and resources available to ensure their success.

To assist with the onboarding of the finalists, Korn Ferry will provide the successful candidate a complementary debrief with our psychologist of their candidate assessment. This information will be used for both the successful finalist and the Board in preparing first year goals and objectives. Further, Charlie will be available should any concerns arise to support both the finalist and the Board.

As part of Korn Ferry’s organizational consulting offerings, we also offer Executive Onboarding and Talent Strategy and Organizational Design services. We are happy to provide additional information and pricing for these services upon request.

Search Timeline

This timeline is intended to provide an illustration of a typical search process. The final project timeline will be further customized for Kent County.

Dec 2020	Define Needs - Gather intelligence around the meetings with stakeholders to gain a thorough understanding of Kent County; Finalize job specification and announce search.
Dec 2020 – Feb 2021	Build Candidate Pool - Develop Search Strategy and begin mapping all relevant markets; KF starts market recruiting and interviewing viable candidates; Regular updates to Kent County.
Feb – Mar 2021	Review of the Long List of Candidates - Review of candidate files for selection of candidates for first round interviews; First Round interviews conducted (typically 5-6 candidates)
Mar – Apr 2021	Finalists Round - Finalist interviews are conducted (typically 2-3 candidates); Leadership assessments are conducted as desired; Full reference reports are submitted for finalist candidates



<p>April 2021</p>	<p>Offer/Negotiation - Establish compensation parameters with finalist candidates; KF acts as advisor in any negotiations around contract, supplying data regarding current market rates if needed</p>
<p>April 2021</p>	<p>Successful appointment - Communications and onboarding strategy established; Public announcement of the new Administrator / Controller; Transition</p>

Project Staffing

We have a very experienced consulting team serving the economic development sector at local community and national levels. We are creative and rigorous in developing best in class talent with both industry and nonprofit sectors.

The search for Kent County would be led by a Co-Leader of Korn Ferry’s Nonprofit and Association Practice: **Charles Ingersoll**, who brings a wealth of experience with economic development organizations, chambers of commerce and associations.

Your Korn Ferry consultant will:

- Be personally responsible for initial and subsequent site visits and stakeholder meetings, the leadership needs assessment, candidate interviews and assessments and referencing.
- Attend scheduled meetings, including candidate interviews.
- Be available to facilitate the offer and negotiations with the finalist candidate, if desired.

For Kent County, we will have a dedicated team to provide research and administrative support. We will manage all of the administrative details associated with the search, including degree verification, candidate scheduling and travel, and maintenance of candidate materials.

Korn Ferry’s Assessment Specialist, **Kendra Marion**, will provide a comprehensive review of the candidates’ assessment reports, and compare the candidates against a “best-in-class” baseline profile and identify alignment and gaps with the desired leadership characteristics.

Mr. Ingersoll will be assisted in candidate sourcing and screening by a Senior Associate and a Researcher.



Charlie Ingersoll is a Senior Client Partner in Korn Ferry’s Washington, DC office and Co-Leader of the Non-profit Practice. He possesses a deep understanding of mission-driven organizations and the trends, opportunities and challenges facing the nonprofit sector.

Mr. Ingersoll brings extensive experience working with boards and search committees, delivering executive search and integrated talent management solutions. Prior to entering the executive search profession, Mr. Ingersoll spent eight years recruiting executives for presidential-appointed positions within the U.S. Departments of State and Commerce and the U.S. Information Agency. He served in the White House in the Office of Presidential Personnel.



Mr. Ingersoll has completed chamber of commerce CEOs searches for the following cities: ArtPrize, The Right Place, GRAM, Greater Washington Board of Trade, Greater Minneapolis St. Paul (MSP), Greater Detroit Regional Chamber of Commerce, Richmond Virginia Chamber of Commerce, St. Louis Regional Chamber & Growth Association, Fairfax Economic Development Authority, and the Virginia Economic Development Partnership. Mr. Ingersoll's past association and non-profit CEO searches include: Association of Chamber of Commerce Executives, National Governors Association, Goodwill Industries, America, Council on Better Business Bureau, JA Worldwide, Lutheran World Relief, Volunteers of America, National 4-H Council.

In Grand Rapids MI, he completed the Director searches for (GRAM) Grand Rapids Museum of Art, and ArtPrize. In addition to his work in non-profit, Mr. Ingersoll also leads the firm's Public Sector Practice. His clients in the public sector have included: Overseas Private Investment Corporation, Millennium Challenge Corporation, Amtrak, U.S. Securities and Exchange Commission, Federal Housing Finance Agency, FDA, U.S. Department of Transportation, PBGC, Transportation Security Administration, FAA, FDIC, Federal Election Commission, Federal Reserve Board of Governors, Virginia Department of Transportation, and the U.S. House of Representatives.

Mr. Ingersoll received a bachelor's degree in political science from Trinity College in Hartford, Connecticut.

Pricing Methodology

Professional Fees & Expenses

Our professional fees are equal to one third (1/3) of the total first year compensation (base salary, target or guaranteed incentive bonus, and all other compensation including sign-on bonus) for each position we are seeking to fill.

In our experience, the salary range for candidates at this level in this market can be wide, but for calculation purposes, this position is likely to have an estimated first year compensation of \$240,000. Based on this estimated first year compensation, we will bill a minimum professional fee of \$80,000 (the "**Minimum Professional Fee**").

We will invoice the Minimum Professional Fee in three (3) monthly installments of thirty four percent (34%) ("**First Installment**"), thirty three percent (33%) ("**Second Installment**"), and thirty three percent (33%) ("**Third Installment**"). The First Installment is due and payable upon your acceptance of this Agreement. Invoices for the Second and Third Installments will be rendered thirty (30) and sixty (60) days respectively after the date of your acceptance of this Agreement. All invoices are due and payable upon receipt.

Korn Ferry assesses an administrative charge for such items as database services, search assessment services, research services, and administrative support (the "**Administrative Service Charge**"). The Administrative Service Charge will be billed at a rate equal to twelve percent (12%) of the Minimum Professional Fee. In addition, any direct, out-of-pocket expenses such as candidate and consultant travel, accommodation, and video conferencing will be billed monthly as incurred.

If the Minimum Professional Fee has been fully invoiced prior to the completion of the assignment, no further professional fees will be billed until the engagement has been concluded, but we will continue to bill direct expenses monthly.

At the conclusion of the search assignment, we will calculate the final professional fee based



on the placed candidate’s first year compensation for the position (the “**Final Professional Fee**”) as reflected in a signed offer letter or contract which you provide to us. If the Final Professional Fee is greater than the Minimum Professional Fee, we will invoice you for the balance. If more than one executive is hired (or otherwise retained as a consultant or independent contractor) as a result of the work performed by Korn Ferry, a fee equal to one third (1/3) of the placed candidate’s first year compensation will be due for each additional individual hired and will be invoiced by Korn Ferry upon placement.

Client will be responsible for all applicable taxes (excluding taxes imposed on Korn Ferry’s net income) imposed by any taxing authority, whether designated as value-added (VAT), sales, use, or other similar taxes (“**Transaction Taxes**”), now in effect or hereafter imposed, resulting from the fees arising pursuant to this Agreement. If Client is exempt from Transaction Taxes, Client must inform Korn Ferry of its exemption and provide to Korn Ferry complete and proper documentation evidencing the exemption.

All prices in this Agreement are exclusive of Transaction Taxes. If Client is required by applicable law to deduct or withhold taxes from any payment due to Korn Ferry, Client will: (a) withhold the legally required amount from payment; (b) remit the withheld tax to the applicable taxing authority; and (c) promptly deliver to Korn Ferry original documentation or a certified copy evidencing remittance of withheld tax. If Client does not provide evidence of payment of withheld taxes, Client will reimburse Korn Ferry for the tax withheld from payment to Korn Ferry. Client will comply with all applicable income tax treaties and protocols in determining the amount of tax to withhold.

We are a retained executive search firm. Our fees and expenses are neither refundable nor contingent upon our success in placing a candidate with your organization. Our fee structure applies even if an internal candidate emerges as your final choice.

If payment is not made in a timely manner, Korn Ferry reserves the right to suspend services until all invoices are paid in full.

We will mutually agree on any changes to the services, including modifications of the job specification or candidate profile, and any pricing associated with such changes.

Termination & Liability

Either party may terminate this Agreement upon written notice to the other party at any time (acknowledged email acceptable), subject to the Client’s payment obligations as set out below.

Termination Date	Payment Obligation
During the first thirty (30) days after Client’s acceptance of this Agreement:	The First Installment is a minimum retainer and non-refundable. Client will also be billed for (i) the Administrative Service Charges and direct expenses incurred up to the date of termination; and (ii) direct expenses that cannot be cancelled.
Between thirty-one (31) and sixty (60) days from Client’s acceptance of this Agreement:	The First and Second Installments are due and payable in full. Client will also be billed for (i) the Administrative Service Charges and direct expenses incurred up to the date of termination; and (ii) direct expenses that cannot be cancelled.



Sixty-one (61) days or more from Client's acceptance of this Agreement:	The Minimum Professional Fee is payable in full. Client will also be billed for (i) the Administrative Service Charges and direct expenses incurred up to the date of termination; and (ii) direct expenses that cannot be cancelled.
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In addition, a Final Professional Fee and any additional hire fee shall be due for all candidates hired prior to or within twelve (12) months after the effective date of termination.

Korn Ferry will indemnify and defend Client and its affiliates, from and against all third party suits, claims, and all related liabilities and costs that are or are alleged to arise from: (a) Korn Ferry's gross negligence, willful misconduct, or fraud in the performance of the Agreement; (b) Korn Ferry's breach of this Agreement; or (c) intellectual property infringement.

Client will indemnify and defend Korn Ferry and its affiliates from and against all third party suits, claims, and all related liabilities and costs that are or are alleged to arise from: (a) Client's decision to take any employment action with regard to any individual identified, evaluated, or assessed by Korn Ferry; and (b) Client's breach of this Agreement. In addition, if Korn Ferry receives a subpoena from any party relating to the Services or this Agreement, Client will pay all costs Korn Ferry incurs to respond to the subpoena.

Neither party will be liable for any indirect, special, exemplary, consequential, punitive or incidental damages of any type, including lost profits or business interruption. Our aggregate liability for any damages, losses, costs and expenses arising out of this Agreement will not exceed in the aggregate the total amount of the professional fees paid to Korn Ferry pursuant to this Agreement. Nothing in this Agreement shall be interpreted to create a fiduciary relationship between you and Korn Ferry.

References

The Right Place – CEO Search Mitchell A Joppich – Search Committee Chair PricewaterhouseCoopers (616) 304-2794 Mitchell.A.Joppich@pwc.com
Fairfax County Economic Development Authority – President & CEO Search Cathy Large – Search Committee Chair Human Capital Advisors, LLC (703) 587-8342 CathyLange@humancapitaladvisors.com
The Right Place Birgit M. Klohs – President & CEO (616) 771-0324 KlohsB@rightplace.org



MEDC

Michael A. Finney (Placement) – Former President & CEO

(305) 607-5169

Michael@BeaconCouncil.com

Business Organization

Korn Ferry (US) is a C-Corporation with Corporate Headquarters located at 1900 Avenue of the Stars, Suite 2600, Los Angeles, CA 90067, authorized to do business in the state of Michigan.

A key component of the Korn Ferry search process is the appointment of the consulting team. I will have primary responsibility for the assignment, and will be supported by other Korn Ferry personnel. The contact information of the key personnel is below:

Charlie Ingersoll Senior Client Partner Washington, D.C.	Office Direct: Mobile: Email:	(202) 955-0947 (202) 256-2267 Charlie.Ingersoll@kornferry.com
Nora Sutherland Senior Associate Washington, D.C.	Mobile: Email:	(215) 622-7949 Nora.Sutherland@kornferry.com
Heidi Liedtke Research Associate Washington, D.C.	Mobile: Email:	(815) 975-1221 Heidi.Liedtke@kornferry.com



Client Acknowledgement

This Agreement constitutes the entire agreement between you and Korn Ferry regarding the subject matter and supersedes any prior representations, advertisements, statements, proposals, negotiations, discussions, understandings or agreements regarding the same subject matter. Preprinted terms and conditions on any purchase order issued by Client, or terms and conditions included in Client's vendor set up process are superseded in their entirety by this Agreement and without force or effect, even if Korn Ferry signs the purchase order or acknowledges such terms to be set up as a vendor in Client's systems and whether such signature or acknowledgement occurs prior to or after the execution of this Agreement. Under no circumstances will Korn Ferry's acknowledgement of any such terms be considered an amendment to this Agreement.

If this Agreement accurately describes the terms of our engagement, please have an authorized representative of Kent County sign, fill out the billing information below (including any required Purchase Order detail), and return the entire Agreement to me at Charles.Ingersoll@kornferry.com. Our receipt of this Agreement signed by you authorizes us to proceed with our Services.

Korn Ferry appreciates the opportunity to be of service to Kent County. If you have any questions now or during our engagement, please call me at (202) 955-0947.

Sincerely,

KORN FERRY (US)

Charles Ingersoll

Accepted by:

KENT COUNTY

KORN FERRY (US)

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____



Billing Information – To Be Completed By Client

Invoices will be sent to the following address:

Company:	
Address:	
Address:	
Attn (Name, Title):	
Email, Phone:	

Accounts Payable Contact:

Company:	
Address:	
Address:	
Attn (Name, Title):	
Email, Phone:	

If a Purchase Order is required with an invoice, we must receive the Purchase Order Number with or immediately after acceptance of the Agreement. Please check the box below if a Purchase Order Number is required on an invoice and if so, insert the Number.

PO # [INSERT]