

**LACKAWANNA COUNTY BOARD OF COMMISSIONERS**

**REQUEST FOR PROPOSAL  
FOR LEGAL SERVICES  
WITH RESPECT TO  
SALE OF LACKAWANNA HEALTH CARE CENTER**

**JUNE 11, 2009**

**NOTICE IS HEREBY GIVEN** that pursuant to a fair and open process, sealed proposals will be received and reviewed by the County of Lackawanna (the “County”) Board of Commissioners (“Board of Commissioners”) for the performance of legal services on behalf of the County in connection with the potential sale of the Lackawanna Health Care Center (the “Center”). The Center is a 272-bed licensed nursing home located in Peckville, Pennsylvania.

Respondents must submit their written proposal by 5:00 P.M. prevailing time on June 24, 2009.

County management personnel will be available by telephone (on an appointment basis) to answer the questions of potential respondents. Respondents desiring to schedule a telephone conference should contact Maria Elkins, Lackawanna County Chief of Staff at 570-963-6800.

Proposals received will be reviewed and evaluated by the Board, based upon such criteria as the Board, in its sole discretion, deems appropriate. The Board reserves the right to request clarification or additional information from any respondent. The Board, in its sole discretion, may accept the proposal of a respondent, may choose a respondent with which the Board will enter into negotiations, or may reject all proposals.

The Board reserves the opportunity to modify this Request for Proposal at its own discretion and without prior notice, and to waive any immaterial defect or informality in any proposal as may be permitted by law.

**PURPOSE:**

The purpose of this Request for Proposal is to solicit proposals from qualified law firms to provide professional services on behalf of the County in connection with the potential sale of the Center. Such services would include (1) drafting and/or revising the Confidential Information Memorandum to be distributed to potential buyers of the Center, (2) assisting the County in responding to due diligence requests from potential buyers, (3) drafting and/or negotiating the contents of the Purchase and Sale Agreement

and related legal documents with respect to the sale of the Center, (4) attending meetings with County and Center officials and with potential buyers, and (5) advising the County concerning relevant legal issues arising in connection with the sale of the Center. A qualified firm will be selected through a fair and open process at the sole discretion of the County.

**PROCEDURES FOR RESPONDING TO REQUEST FOR PROPOSAL:**

1. Four (4) copies of the proposal must be provided. Qualifications must be submitted to the Board of Commissioners, c/o Maria Elkins, Chief of Staff, 200 Adams Avenue, 6<sup>th</sup> Floor, Scranton, Pennsylvania 18503. Proposals must be submitted in a sealed envelope with the name of the firm submitting the proposal clearly marked on the outside of the envelope. The County assumes no responsibility for delays in any form of carrier, mail, or delivery service causing the submission to be received after the above-referenced due date and time. Submission by fax, telephone, or email is not permitted. The final selection will be made in the sole discretion of the Board.
2. All questions regarding this Request for Proposal should be made in writing to the Board of Commissioners, c/o Maria Elkins, Chief of Staff, 200 Adams Avenue, 6<sup>th</sup> Floor, Scranton, Pennsylvania 18503.

**CRITERIA FOR EVALUATION OF PROPOSAL:**

The Board will independently evaluate each submission and selection will be made upon the following criteria:

1. Experience and reputation in the health law field, including in particular experience with respect to post-acute care and the sale of County-owned nursing homes;
2. The maintenance of a distinct health law department within the firm;
3. Experience and reputation with respect to representation of governmental entities;
4. Experience and reputation with respect to tax-exempt financing matters and real estate matters.
5. Knowledge of the subject matter of the services to be provided to the County;
6. Ability to meet timelines and schedules for completion on an expedited basis as set forth by the Board;
7. Availability to accommodate any required meetings of the Board;
8. Maintenance of a legal office in Lackawanna County; and

9. Other factors determined to be in best interest of the County in the Board's sole discretion.

### **PROPOSALS:**

Each proposal must be in sufficient detail to permit evaluation, at a minimum, with respect to the following issues. Proposals must include the information that is specifically requested herein as well as such additional information as a respondent deems relevant to the process. Each respondent agrees that the proposal submitted constitutes a firm offer to the County that can not be withdrawn for ninety (90) days from the proposal due date.

1. **Scope of Services/Prior Experience** – All submittals must detail the services proposed to be provided and the firm's experience in providing such services.
2. **Personnel** – All proposals submitted to the County must include the following:
  - a) Name, address and brief description of your firm;
  - b) The names, experience, and qualifications of the individual(s) who would be primarily responsible for performing services on behalf of the County;
  - c) A statement of assurance that your firm is not currently in violation of any regulatory rules and regulations that may have any impact on your firm's operations; and
  - d) A statement that your firm is not involved in any current litigation with the County.
3. **Fees and Charges** – Each respondent must describe with specificity the basis on which such respondent would charge for services rendered. While the proposed level of charges is relevant to the Board's decision, the Board is under no obligation to accept the lowest submitted proposal.
4. **Conflicts of Interest** – All submittals must state that there are no conflicts of interest to which the firm would be subject if it were to provide the requested legal services on behalf of the County.

### **CONFIDENTIALITY:**

This Request For Proposal, and all proposals received in response, will remain confidential (with the exception of information that was previously public information), and will not be used for any purpose other than the evaluation of the proposals received by the Board. Each respondent, by responding to this Request, acknowledges the terms expressed above and agrees to safeguard the details of this process and the contents of

this document. If your organization does not agree to these conditions concerning confidentiality, or if you elect not to respond to this Request For Proposal, please return this Request to the Board and retain no copies thereof.