

**LACKAWANNA COUNTY BOARD OF COMMISSIONERS
REQUEST FOR SUBMISSIONS OF PRELIMINARY LETTER OF INTENT**

**SALE OF LACKAWANNA HEALTH CARE CENTER
SEPTEMBER 18, 2009**

NOTICE IS HEREBY GIVEN, that pursuant to a fair and open process, sealed submissions will be received by Haverford Healthcare Advisors, acting on behalf of the Lackawanna County Board of Commissioners (the "Board") as its broker for the sale of the Lackawanna County Health Care Center, at Haverford's offices located at 43 Leopard Road, Suite 102, Paoli, PA 19301, attention Christopher Jahnle, Managing Director, from firms and individuals interested in submitting a preliminary good faith, non-binding, letter of intent to purchase and operate the Lackawanna County Health Care Center. Respondents must submit their written preliminary letter of intent by 5:00 P.M. prevailing time on October 9, 2009.

Haverford 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 Bill Mitchell at (610) 407-4024 ext. 16.

Submissions received will be reviewed and evaluated by Haverford, based upon such criteria as Haverford, subject to approval by the Board, in its sole discretion, deems appropriate. Haverford, acting on behalf of the Board, reserves the right to request clarification or additional information from any respondent. The Board, in its sole discretion, may accept the submission of a respondent, may choose a respondent with which the Board will enter into negotiations, or may reject all submissions. The Board reserves the opportunity to modify this Request for Preliminary Letter of Intent 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.

B. PROCEDURES FOR RESPONDING TO REQUEST FOR PRELIMINARY NON-BINDING LETTER OF INTENT:

1. Four (4) copies of the submission, inclusive of all information required at Section C hereof, should be provided. Submissions must be submitted to Haverford Healthcare Advisors, 43 Leopard Road, Suite 102, Paoli, PA 19301, attention Christopher Jahnle, Managing Director. Submissions must be submitted in a sealed envelope with the name of the firm or individual submitting the letter of intent clearly marked on the outside of the envelope. Neither Haverford nor the Board assumes any 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 recommended selection shall be made in the sole discretion of Haverford, subject to the final approval of the Board.

2. All questions regarding this Request for Submissions of Preliminary Letter of Intent should be made in writing to Haverford Healthcare Advisors, Christopher Jahnle, Managing Director at (610) 407-4024, Fax (610) 407-4028.

C. **CRITERIA FOR EVALUATION OF SUBMISSIONS OF PRELIMINARY LETTER OF INTENT:** Haverford, on behalf of the Board, will independently evaluate each submission, which must contain at a minimum, the following elements:

1. The purchase price for the Center based on the business as presented in the Confidential Information Memorandum, which will be provided to the respondent upon the respondent's execution of a confidentiality agreement (provided by Haverford);
2. The proposed transaction structure and form of consideration;
3. A description of the due diligence process the respondent will require to submit a definitive proposal, including a list of additional information needed;
4. A proposed timetable for consummating a transaction, including any need for regulatory, corporate, or other approvals necessary for the respondent to submit and close a definitive proposal;
5. Any other meaningful conditions which the respondent would expect to require to submit a definitive proposal.
6. A description of the specific sources of financing that would be required to consummate the transaction and any related contingencies.

D. **RESERVATION OF RIGHTS:**

Haverford, acting on behalf of the Board of Commissioners, reserves the right to reject any and all submissions, in whole or in part, and to waive any immaterial defect or informality in any proposal as may be permitted by law.

Submission of a Preliminary Non-Binding Letter of Intent by any respondent shall not constitute an obligation to any respondent nor to the County with respect to the sale of the Center and the only obligations with regard to the sale of the Center will be those set forth in the definitive purchase agreement to be negotiated with the successful prospective purchaser. Haverford, subject to final approval by the County retains the right in its sole discretion to evaluate the terms and conditions of any letter of intent and to accept or reject any such proposal for further consideration without specifying any reasons therefor.

Haverford reserves the right to modify or terminate these procedures at any time and in any respect. All communications and questions relating to this process should be directed to Haverford. No contact should be made with any of the Center's residents, employees or County Commissioners.