

NASSAU HEALTH CARE CORPORATION

NASSAU UNIVERSITY MEDICAL CENTER

2201 Hempstead Turnpike

East Meadow, NY 11554

340B PHARMACEUTICAL COUNSEL SERVICES

FOR NASSAU HEALTH CARE CORPORATION

REQUEST FOR PROPOSALS

Submission Requirements:

- Proposals are to be submitted by Monday, August 10, 2009 before 5:00 p.m.
- Submit **One original, four (4) copies and one copy on CD** of your proposal to:

Robert Benrubi
Counsel to the President and CEO
Nassau Health Care Corporation
2201 Hempstead Turnpike
East Meadow, New York 11554
516 – 572 – 5834

- Electronic or facsimile proposals will not be accepted.

Anticipated Schedule

- | | |
|----------------------|----------------------------|
| • Issue RFP | Monday, July 13, 2009 |
| • Proposals Due | Monday, August 10, 2009 |
| • Interviews, if any | Monday, August 17, 2009 |
| • Selection Made | Wednesday, August 19, 2009 |

SCHEDULE A

DESCRIPTION OF SERVICES SOUGHT AND ADDITIONAL CRITERIA

Please read the full text of the Request for Proposals to which this Schedule is attached for important information concerning the terms of this Request for Proposals and additional required information.

1. Introduction/Background

The Nassau Health Care Corporation (“NHCC”, or the “Corporation”), a New York State public benefit corporation created by the Public Authorities Law of the State of New York, is a 1,200 bed health care system. NHCC operates the Nassau University Medical Center, a 631-bed tertiary care teaching hospital (“NUMC”); the A. Holly Patterson Extended Care Facility, an 589-bed skilled nursing facility; and six Diagnostic and Treatment Centers (the “Community Health Centers” or “CHCs”). NHCC is affiliated with the North Shore-Long Island Jewish Health System and the Health Sciences Center of the State University of New York at Stony Brook and maintains a strong commitment to the education of healthcare providers. NHCC has a proud tradition of service and caring to the people of Long Island, and particularly the Nassau County community. Today, its staff of over 3300 treats more than 72,000 persons annually in its Emergency Department, 23,000 in-patients, 2,000 deliveries, and more than 200,000 patient visits in over 85 specialized clinics.

NUMC is a disproportionate share hospital as that term is defined in Section 1886(d)(1)(B) of the Social Security Act. NUMC is also a public benefit corporation that is an agency of New York State. In addition, in its most recent cost reporting period NUMC’s disproportionate share adjustment percentage was greater than 11.75%. And NUMC does not obtain covered outpatient drugs through a group purchasing organization or other group purchasing arrangement. As such, NUMC is eligible to participate in the federal Public Health Service Section 340B Drug Pricing Program (the “340B Program”). This RFP is related to NUMC’s desires to participate in the 340B Program.

Additionally, the Corporation is currently in the process of converting its six CHCs to Federally Qualified Health Centers (“FQHCs”). It is anticipated that once the CHCs are so converted, the Corporation will seek to have its FQHCs benefit from the 340B Program as well. This RFP is related to the Corporation’s desire to have its future FQHCs benefit from the 340B Program as well.

2. Scope of Services

This Request for Proposal is for 340B counsel to provide legal services related to NUMC’s desire to participate in the 340B Program. Nassau Health Care Corporation expects that their 340B counsel will:

- a) Provide counsel services in connection with NUMC's entering into and continued participation in the 340B Program;
- b) Participation in the negotiation and drafting of agreements with 340B Program contract pharmacy;
- c) Advice to and consultation with representatives of the Corporation concerning NUMC's compliance with the 340B Program; and
- d) Assistance to the corporation in the preparation of official statements, reports, or other documents relative to the 340 Program.

NASSAU HEALTH CARE CORPORATION

REQUEST FOR PROPOSALS

I. Proposal/ Process To Be Followed

NHCC is requesting proposals for the services described in Schedule A of this Request for Proposals (“RFP”). Proposals shall be prepared and submitted as outlined below; proposals that do not conform to these requirements may be disqualified.

This RFP is available to interested parties through the NHCC office designated below. All requests for technical information should be directed to that office in writing by the due date for information requests, or if no date is specified, SEVEN (7) business days prior to the due date for proposals to:

Robert A. Benrubi, Esq.
Counsel to the President and CEO
Nassau Health Care Corporation
2201 Hempstead Turnpike
East Meadow, New York 11554
516 – 572 – 5834
rbenrubi@numc.edu

All proposals shall be sent to the following address:

Concetta Bjelland
Nassau Health Care Corporation
2201 Hempstead Turnpike
East Meadow, New York 11554
516 – 572 – 4754
cbjellan@numc.edu

Each written proposal must include the forms attached in Appendix A to this RFP. Each Firm shall be notified whether it has been selected following completion of NHCC’s evaluation of proposals received. The selected Firm will then enter into negotiations with NHCC regarding the specific terms of an appropriate agreement. If agreement cannot be reached with a selected Firm within a reasonable time, NHCC may reject that Firm and commence negotiations with one or more other Firms.

Proposals are to be prepared in such a way as to provide a straightforward, concise description of capabilities to satisfy the requirements of this RFP. Expensive bindings, colored displays, promotional materials, etc., are neither necessary nor desired. Emphasis should be concentrated on conformance to the RFP instructions, responsiveness to the RFP requirements,

and on completeness and clarity of content.

II. Contents of Proposals

Please address each of the following items. Please note the page limit for each question where applicable:

- A. Name of the Firm.
- B. Contact person for the Firm, including name, address, phone and fax numbers, e-mail address and other contact information.
- C. Relevant Experience (3 pages)

Please describe, in detail, the scope of services that you firm provided for at least three clients that you believe are relevant in preparing your firm for the role of NHCC 340B Counsel.

- D. Fees (1 page)

Please provide a proposed fee arrangement and structure.

- E. Firm Information/Equal Employment Opportunity (2 pages)

(a) How many persons does your firm employ in professional and non-professional, or support, categories or titles? How many of such employees' work primarily in public finance?

(b) Describe your firm's equal employment opportunity policies and programs.

(c) Identify all adverse determinations against your firm, or its employees or persons acting on its behalf, with respect to actions, proceedings, claims or complaints concerning violations of federal, state or local equal employment opportunity laws or regulations.

(d) Has your firm, or any of its employees, or anyone acting on its behalf, ever been convicted of any crime or offense arising directly or indirectly from the conduct of your firm's business, or has any of your firm's partners, associates, employees or persons exercising substantial policy discretion ever been convicted of any crime or offense involving financial misconduct or fraud? If so, please describe any such convictions and surrounding circumstances in detail.

(e) Has your firm, or any of its employees, or anyone acting on its behalf, been indicted or otherwise charged in connection with any criminal matter arising directly or indirectly from the conduct of your firm's business which is still pending, or has any of your firm's partners, associates, employees or persons exercising substantial policy discretion been indicted or otherwise charged in

connection with any criminal matter involving financial misconduct or fraud which is still pending? If so, please describe any such indictments or charges and surrounding circumstances in detail.

F. Biographies (5 pages)

Please provide biographies of the individuals who would provide the requested services. Describe only the people who would actually work on the NHCC account. Specify the role each would play, as well as what backup coverage would be available in times of conflicting engagements. Please include an organizational chart showing how this engagement would be staffed and managed.

G. Conflict of Interest (2 pages)

(a) Please disclose:

- (i) Any material financial relationship that any employee of your firm has with any persons or entities that may create a conflict of interest or the appearance of a conflict of interest in acting as 340B Counsel to the Corporation.
- (ii) Any family relationship that any employee of your firm has with any Corporation public servant that may create a conflict of interest or the appearance of a conflict of interest in acting as 340B Counsel to the Corporation.
- (iii) Any other matter that your firm believes may create a conflict of interest or the appearance of a conflict of interest in acting as 340B Counsel to the Corporation.

(b) Please describe any procedures your firm either has, or would adopt, to assure the Corporation that a conflict of interest would not exist for your firm in the future.

H. References (1 page)

Please provide names and contact information for three client references and briefly describe the work your firm has performed on their behalf.

III. Confidential Information

The New York State “Freedom of Information Law,” Public Officers Law Article 6, permits access to government records and may permit public access to proposals submitted in response to this RFP. To protect any portion of responses that constitutes technical, financial or other data whose public disclosure would cause substantial injury to a Firm’s competitive position, or would constitute disclosure of a trade secret, a Firm must designate any sections of its proposal that meet those criteria. NHCC assumes no responsibility for disclosure of unmarked data for any purpose. NHCC will review such

designations in making its determination whether disclosure is required, which determination shall be binding on the Firm.

IV. Affirmative Action

It is the policy of NHCC to comply with all federal, state and local laws, policies, orders, rules and regulations which prohibit unlawful discrimination because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action in working with contracting parties to ensure that Minority and Women-owned Business Enterprises (M/WBEs), Minority Group Members and women share in the economic opportunities generated by NHCC's participation in projects or initiative, and/or use of NHCC funds. NHCC's non-discrimination and affirmative action policy will apply to this initiative. M/WBEs are encouraged to respond. A copy of each respondent's equal employment opportunity policy statement and staffing plan of the anticipated workforce shall be included as part of the response to this RFP.

V. Procurement Law Requirements

State Finance Law §§ 139-j and 139-k (collectively, the "Procurement Requirements") apply to this RFP. The Procurement Requirements (1) govern permissible communications between potential respondents and NHCC with respect to this RFP during the procurement process; and (2) establish sanctions for knowing and willful violations of the provisions of the Procurement Requirements, including disqualification from eligibility for an award of any contract pursuant to this solicitation.

Compliance with the Procurement Requirements requires that (a) all communications regarding this RFP, from the issuance of this RFP through final award and approval of any resulting contract (the "Restricted Period"), be conducted only with the contact person(s) listed below; (b) the completion by respondents of the Offerer Disclosure of Prior Non-Responsibility Determinations and the Offerer's Affirmation of Understanding of and Agreement pursuant to State Finance Law, copies of which are attached to this RFP as attachments to Appendix A, and (c) periodic updating of such forms during the term of any contract resulting from this RFP. Respondents must submit both of these forms, properly completed, as part of their proposals. The Procurement Requirements also require NHCC employees to obtain and report certain information when contacted by prospective bidders during the Restricted Period, make a determination of the responsibility of bidders and make all such information publicly available in accordance with applicable law. If a prospective bidder is found to have knowingly and willfully violated the State Finance Law provisions, that prospective bidder and its subsidiaries, related or successor entities will be determined to be a non-responsible bidder and will not be awarded any contract issued pursuant to this RFP.

A copy of the State Finance Law Sections 139-j and 139-k can be found at <http://www.ogs.state.ny.us/aboutogs/regulations/advisoryCouncil/StatutoryReferences.html>. All potential Respondents are solely responsible for full compliance with the Procurement Requirements.

VI. Selection Criteria

Proposals will be reviewed and evaluated on the following:

- Prior experience in performing services of the type contemplated by this RFP.
- Prior experience in the 340B Program.
- Overall expertise and organizational strength.
- Cost.
- Readiness to work quickly within the required timeframe.
- References and reputation.
- Proposal conciseness, completeness and clarity of presentation.
- Any other information that would assist the Corporation in the selection process.

VII. Terms and Conditions

- A. This RFP constitutes an invitation to make proposals to NHCC. Accordingly, NHCC reserves and, in its sole discretion, may exercise any or all of the following rights and options with respect to this RFP, any proposals and any related agreements, without incurring any liability to Firms:
1. NHCC reserves the right to disqualify any and all proposals that fail to meet the requirements specified in this RFP.
 2. NHCC reserves the right to determine whether to interview some or all of the Firms, and to conduct such interviews privately.
 3. NHCC reserves the right to select and enter into a contract with the Firm whose proposal best satisfies NHCC's overall interests.
 4. Because this RFP is not a "competitive bid" process, the Firm submitting the lowest cost proposal, or the proposal projecting the greatest financial benefit to NHCC, may not necessarily be selected. NHCC instead reserves the right to select the proposal it believes to be most beneficial to NHCC, with financial terms not being the sole determinative factor. NHCC's decision-making and selection process will be discretionary and will be based on a variety of factors. By submission of its proposal, each Firm expressly understands, acknowledges and accepts that this is not a "competitive bid" process, and that NHCC is under no obligation to award a contract through competitive bidding, or at all.

5. NHCC reserves the right to waive or extend deadlines.
 6. NHCC reserves the right to accept proposals in whole or part.
 7. NHCC reserves the right to conduct investigations with respect to the qualifications of each Firm, to make field investigations with respect to such proposals (including visits to the Firm's business offices or field operations).
 8. NHCC reserves the right to request additional information from any Firm and to rely upon any information obtained through NHCC's own investigations.
 9. NHCC reserves the right to cancel this RFP at any time whatsoever, with or without the substitution of another RFP.
 10. NHCC reserves the right to supplement, amend or otherwise modify this RFP.
 11. NHCC reserves the right to issue additional or subsequent RFPs with regard to the subject matter of this RFP.
 12. NHCC reserves the right to negotiate with any Firm, or with all or none of the Firms. NHCC has no obligation to offer Firms the opportunity to meet or exceed terms negotiated with a selected Firm.
 13. NHCC reserves the right to discontinue negotiations at any time and in NHCC's sole discretion.
 14. NHCC reserves the right to request new or revised proposals, including monetary terms from any Firm at any time.
- B. Preparation of a response to this RFP will be at the cost, expense and risk of the Firm, with the express understanding and agreement of the Firm, irrespective of whether it is selected, that it waives all claims whatsoever for reimbursement from NHCC for any cost or expense incurred in the preparation of its proposal and any subsequent contract negotiation.
- C. Each and every submitting Firm expressly understands and agrees that this RFP is not, and shall not be construed as, an offer or an enforceable contract.
- D. The contract, if any, is negotiated with a selected Firm shall constitute the entire agreement between NHCC and the selected Firm, and shall set forth all the terms and conditions applicable to the subject matter of this RFP. In the event of a conflict between this RFP and that contract, that contract shall control.
- E. No Firm who has submitted a proposal to NHCC shall have the right to assign its submitted proposal to a third party or the right to enter into an agreement with

third parties to perform the services on Firm's behalf without the prior written consent of NHCC, which consent may be withheld in NHCC's sole discretion.

- F. This proposal shall be signed by an official authorized to bind the Firm, and shall contain a statement to the effect that the proposal is a Firm offer for a one hundred and eighty (180) day (or more) period. The proposal shall also provide the name, title, address, and telephone number of the individual(s) with authority to negotiate and contractually bind the company, and who also may be contacted during the period of contract.
- G. Proposals submitted become the property of NHCC. By submitting a proposal, the Firm agrees not to make any claims for or have any right to damages because of any misunderstanding, misrepresentation or lack of information.
- H. This RFP shall be construed in accordance with and governed by the laws of the State of New York, without regard to conflicts of law principles. All actions or proceedings relating, directly or indirectly, to this RFP shall be litigated only in courts located within Nassau County or in the United States District Court for the Eastern District of New York. Each Firm (by virtue of the submission of its proposal), submits itself, its successors and/or assigns (if any) to the personal jurisdiction of such court, and waives any right to trial by jury.

APPENDIX A

REQUIRED DISCLOSURE OF INFORMATION: THE FORMS SET FORTH BELOW MUST BE FULLY COMPLETED AND RETURNED WITH A RESPONDING FIRM'S SUBMISSION. A SUBMISSION WILL NOT BE CONSIDERED COMPLETE WITHOUT SUBMISSION OF THIS ATTACHMENT.

Offerer's Affirmation of Understanding and Agreement

Instructions:

NHCC must obtain the required affirmation of understanding and agreement to comply with procedures on procurement lobbying restrictions regarding permissible Contacts in the Restricted Period for a procurement contract in accordance with State Finance Law §§ 139-j and 139-k.

Offerer affirms that it understands and agrees to comply with the procedures of NHCC relative to permissible Contacts as required by State Finance Law §§ 139-j (3) and 139-j (6)(b).

By: _____ Date: _____

Name: _____

Title: _____

Contractor Name: _____

Contractor Address: _____

Offerer Disclosure of Prior Non-Responsibility Determinations

Background:

Under New York State Finance Law § 139-k (2), covered governmental entities are obligated to obtain specific information regarding prior non-responsibility determinations. In accordance with State Finance Law §139-k, an Offerer must be asked to disclose whether there has been a finding of non-responsibility made within the previous four (4) years by a Governmental Entity due to: (a) a violation of State Finance Law §139-j or (b) the intentional provision of false or incomplete information to a Governmental Entity. The terms “Offerer” and “Governmental Entity” are defined in State Finance Law §139-k (1). State Finance Law §139-j sets forth detailed requirements about the restriction on Contacts during the procurement process. A violation of State Finance Law §139-j includes, but is not limited to, an impermissible Contact during the restricted period (for example, contacting a person or entity other than the designated contact person, when such Contact does not fall within one of the exemptions).

As part of its responsibility determinations, a covered governmental entity must consider whether an Offerer fails to timely disclose accurate or complete information regarding the above non-responsibility determination. In accordance with law, no Procurement Contract shall be awarded to any Offerer that fails to timely disclose accurate or complete information under this section, unless a finding is made that the award of the Procurement Contract to the Offerer is necessary to protect public property or public health safety, and that the Offerer is the only source capable of supplying the required Article of Procurement within the necessary timeframe.

Instructions:

A Governmental Entity must include a disclosure request regarding prior non-responsibility determinations in its solicitation of proposals or bid documents or specifications or contract documents, as applicable, for procurement contracts. The attached form is to be completed and submitted by the individual or entity seeking to enter into a Procurement Contract.

5. Has any Governmental Entity or other governmental agency terminated or withheld a Procurement Contract with the above-named individual or entity due to the intentional provision of false or incomplete information? (Please circle) No Yes

6. If yes, please provide details below.

Governmental Entity: _____

Date of Termination or Withholding of Contract: _____

Basis of Termination or Withholding: _____

(add additional pages as necessary)

Offerer certifies that all information provided to the Governmental Entity with respect to State Finance Law §139-k is complete, true and accurate.

By: _____

Date: _____

Name: _____

Title: _____