

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION  
P.O. Box 1800  
244 Fair Street, 6<sup>th</sup> Floor  
Kingston, New York 12402

**REQUEST FOR PROPOSALS:**

**SALE BY GOLDEN HILL LOCAL DEVELOPMENT CORPORATION, OF THE GOLDEN HILL HEALTH CARE CENTER, A COUNTY-OPERATED 280-BED NURSING FACILITY**

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION  
P.O. Box 1800  
244 Fair Street, 6<sup>th</sup> Floor  
Kingston, New York 12402

**TABLE OF CONTENTS**

<b>NOTICE TO PROPOSERS</b>	<b>3</b>
<b>LEGAL DESCRIPTION OF PROPERTY</b>	<b>3</b>
<b>INSTRUCTIONS TO PROPOSERS</b>	<b>3</b>
<b>ASSETS AND INVENTORY</b>	<b>6</b>
<b>TERMS AND CONDITIONS OF SALE</b>	<b>6</b>
<b>BACKGROUND INFORMATION</b>	<b>8</b>
<b>Overview and General description of property</b>	<b>8</b>
<b>Sewer and Water</b>	<b>8</b>
<b>SUBMISSION OF PROPOSALS - SPECIFICATIONS</b>	<b>9</b>
<b>PROPOSER QUALIFICATIONS</b>	<b>10</b>
<b>PRICING</b>	<b>11</b>
<b>REFERENCES</b>	<b>11</b>
<b>ADDITIONAL INFORMATION, INTERVIEWS &amp; SITE VISITS</b>	<b>11</b>
<b>BASIS OF AWARD</b>	<b>13</b>
<b>ANTICIPATED RFP TIMELINE</b>	<b>14</b>
<b>APPENDIX: LEGAL DESCRIPTION AND MAP OF REAL PROPERTY INCLUDED IN SALE</b>	<b>15</b>
<b><u>FORMS:</u></b>	
<b>PROPOSAL FORM</b>	<b>19</b>
<b>QUESTIONS</b>	<b>20</b>
<b>PROPOSER'S CHECKLIST</b>	<b>21</b>
<b>NON-PROPOSER'S RESPONSE</b>	<b>22</b>



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### **NOTICE TO PROPOSERS**

Golden Hill Local Development Corporation (“LDC”) is soliciting proposals from qualified individuals or entities in the private sector (not-for-profit or for-profit) to purchase its two hundred eighty (280) bed nursing facility known as the Golden Hill Health Care Center, (“Golden Hill” or “Facility”) who will continue to offer excellent health care services at reduced costs to County residents and taxpayers consistent with the LDC’s mission statement and commitment to quality care.

Proposals must be submitted via hard copy format, up to and including July 20, 2012 at 4:00 p.m., prevailing time:

Attn: Joshua Jandris and Mark Myers  
Marcus & Millichap  
8750 W. Bryn Mawr, Suite 650  
Chicago, IL 60631  
773/867-1500 (tel)  
773/867-1510 (fax)  
[Joshua.Jandris@marcusmillichap.com](mailto:Joshua.Jandris@marcusmillichap.com)  
[Mark.Myers@marcusmillichap.com](mailto:Mark.Myers@marcusmillichap.com)

Copies of the Request for Proposals may be obtained beginning June 8, 2012 at the above address between the hours of 9:00 A.M. and 4:45 P.M., Monday through Friday as well as through [Golden Hill \(Ulster County\) - https://liaison3.marcusmillichap.com/VET6DWZF](http://Golden Hill (Ulster County) - https://liaison3.marcusmillichap.com/VET6DWZF)

### **LEGAL DESCRIPTION OF PROPERTY**

SEE APPENDIX #1 FOR LEGAL DESCRIPTION AND MAP. A copy of the map is also found in the DATA ROOM (see # 19 of Instructions, below, for information on access to the data room.)

An additional 3.756 acres of vacant land adjacent to the Facility is also available for sale, proposals are encouraged.

### **INSTRUCTIONS TO PROPOSERS**

#### Distribution and Registration

There is only one official distribution source for this Request for Proposals (RFP): Marcus & Millichap (M&M). If you have obtained this RFP from a source other than Marcus & Millichap, you must contact M&M to register and receive an official copy. You may not receive addenda, notifications or important information regarding this RFP if you are not registered with M&M as having obtained a copy of this RFP through M&M. Contact information for Marcus and Millichap is set forth in #5, below.

By submitting a proposal, you are asking the LDC to accept your offer for the purchase of Golden Hill. It is important that you READ and UNDERSTAND all terms and conditions contained herein. **If you do not agree with the terms and conditions contained in this RFP you should not submit a proposal.**

1. **Pre-proposal site visits will be scheduled during the week of July 4-6, 2012, at 99 Golden Hill Drive, Kingston, NY,**

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**12401.** Attendance is strongly recommended. Only those respondents who register their interest with the LDC will be eligible to arrange a pre-proposal tour attend a pre-proposal meeting and submit written questions to the LDC for formal written response.

2. Proposers are expected to do their due diligence before submitting a proposal to the LDC. The LDC will conduct a Phase I Environmental Site Assessment, prepare a copy of a plotted survey of the property and have an up-to date- title search completed, each of which shall be made available to those submitting proposals. The successful bidder agrees to reimburse the LDC for the costs associated with the preparation of these documents.

3. ALL PROPOSERS **MUST** CONTACT MARCUS & MILLICHAP REAL ESTATE INVESTMENT SERVICES, PRIOR TO SUBMITTING A PROPOSAL. Proposers may contact either Mark L. Myers at [Mark.Myers@marcusmillichap.com](mailto:Mark.Myers@marcusmillichap.com) (773) 867-1470, or Joshua T. Jandris at [Joshua.Jandris@marcusmillichap.com](mailto:Joshua.Jandris@marcusmillichap.com) (773) 867-1482.

A Proposer seeking to tour the Facility should make arrangements to do so immediately with Marcus and Millichap, consistent with the timeline as detailed above and in the RFP Timeline on page 14 of this RFP. Any costs associated with such requests shall be borne by the Proposer.

4. Proposals must reference the contact information for the firm submitting the proposal, and must be titled: Sale by the Golden Hill Local Development Corporation of the Golden Hill Health Care Center.

To the addressee set forth below each Proposer shall provide one hard copy of the proposal and one copy in Adobe.PDF format on disk to Marcus & Millichap. **ONE HARD COPY MUST CONTAIN ORIGINAL SIGNATURES** including completed copies of any forms or certifications required in this RFP. Forms, if any, included in this RFP shall be completely filled in, in ink or by typing, on the original form. Failure to respond to the RFP on any official form(s) included in this RFP may result in disqualification of a proposal as non-responsive. No proposal form will be accepted which contains any addition, omissions or erasures. Each proposal shall be properly executed and signed by the Proposer. Illegible and unsigned proposals will be rejected as non-responsive.

5. Unless otherwise specified herein, all proposals shall be made upon forms furnished in this RFP, if any and as may be modified by addenda, contained in sealed envelopes marked: **Sale by the Golden Hill Local Development Corporation of the Golden Hill Health Care Center** addressed to:

Attn: Joshua Jandris and Mark Myers  
Marcus & Millichap  
8750 W. Bryn Mawr, Suite 650  
Chicago, IL 60631  
773/867-1500 (tel)  
773/867-1510 (fax)  
[Joshua.Jandris@marcusmillichap.com](mailto:Joshua.Jandris@marcusmillichap.com)  
[Mark.Myers@marcusmillichap.com](mailto:Mark.Myers@marcusmillichap.com)

**The proposals must be submitted with a certified check in the amount of One Hundred Fifty Thousand dollars (\$150,000), payable to "Golden Hill Local Development Corporation."**

All proposals shall be received up to and including **July 27, 2012, 4:00 p.m. prevailing time**. Any proposals received after such time shall be deemed non-responsive. It is the Proposer's responsibility to notify FedEx, UPS, etc. to clearly mark the outside of their envelopes. Faxed proposals are not permitted.

## GOLDEN HILL LOCAL DEVELOPMENT CORPORATION

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6. Proposals must reference the contact information for the firm submitting the proposal, and must be titled: Sale by the Golden Hill Local Development Corporation of the Golden Hill Health Care Center. Forms, if any, included in this RFP shall be completely filled in, in ink or by typing, on the original form. Failure to respond to the RFP on any official form(s) included in this RFP may result in disqualification of a proposal as non-responsive. No proposal form will be accepted which contains any addition, omissions or erasures. Each proposal shall be properly executed and signed by the Proposer. Illegible and unsigned proposals will be rejected as non-responsive.

7. The proposed scope and specifications are not a guarantee, and are as accurate as the LDC can ascertain at the time of issuance of this RFP. The Proposer shall hold the LDC harmless against any damages because of inaccuracies in the RFP. Any material contained within this RFP or prepared and distributed in connection herewith is for convenience purposes only and is intended to give Proposers a general understanding of the materials, operations, condition, location and size of Golden Hill. The LDC is not responsible for errors that may appear in such materials. Each Proposer is urged to thoroughly research and examine all materials and information prior to making a Proposal.

8. Permission will not be given to modify, or explain any proposal after it has been opened, unless clearly specified in this document (e.g. interviews). Permission to withdraw a proposal prior to opening will be at the discretion of the LDC and no replacement proposal may be submitted. Opened proposals may not be withdrawn until one-hundred twenty (120) days after opening.

9. The LDC reserves the right to waive any informality, reject any and all proposals, or, if noted in the Basis of Award section of this RFP, accept any proposal in whole or in part, if deemed to be in the best interest of the LDC.

10. PROPOSER(S) SHALL AGREE TO INDEMNIFY AND SAVE HARMLESS THE LDC AND ANY OF ITS OFFICIALS, OFFICERS, EMPLOYEES, ASSIGNS, DESIGNEES, AGENTS OR CONTRACTORS AND THE AUCTIONEER, REAL ESTATE BROKER AND ANY OF ITS OFFICIALS, OFFICERS, EMPLOYEES, ASSIGNS, DESIGNEES, AGENTS OR CONTRACTORS FOR ANY DISCREPANCIES OF ANY TYPE AND FOR ANY ERRORS OR OMISSIONS OF ANY TYPE IN PRINT, ADVERTISING OR ANNOUNCEMENTS AND FOR ANY REPRESENTATIONS OR STIPULATIONS, ORAL OR WRITTEN. THE LDC MAKES NO WARRANTY OR REPRESENTATION, EXPRESSED OR IMPLIED, WITH RESPECT TO THE PROPERTY, THE BUILDINGS AND STRUCTURES ON THE PROPERTY, OR ANY OTHER CONDITIONS AFFECTING THE PROPERTY IN ANY WAY, MANNER OR FORM. NO REPRESENTATIONS OF ANY KIND ARE MADE BY THE LDC AS TO THE CONDITION OF THE PROPERTY AND THE FACILITY TO BE SOLD. THE PROPERTY AND THE FACILITY IS SOLD "AS IS" "WHERE IS" AND WITH ALL FAULTS.

11. Any award shall be subject to the execution of a purchase and sale contract (and, if applicable, license or other agreements which may include, without limitation, an Asset Purchase Agreement, Assignment and Assumption Agreement, Bill of Sale, Escrow Agreement and Confidentiality and Non-disclosure agreement) between the Proposer and the LDC. No legal liability on the part of the LDC shall arise unless and until a contract is executed by both parties and funds are deposited by the Proposer. The LDC shall have no responsibility or liability for any of Proposer's costs related to preparation of proposals, attendance at interviews, etc.; all such costs are solely at Proposer's risk and expense.

12. Any supplemental agreement(s) (e.g. licensing or maintenance agreements) requested by a Proposer must be included in the proposal and are subject to the discretionary approval of Counsel for the LDC.

13. The LDC maintains a unilateral right to cancel or extend the contract in accordance with the terms of this RFP and the incorporated contract template. If a Proposer fails to perform or otherwise breaches the contract under this RFP, in addition to any other rights and remedies the LDC may have, Proposer may be listed as non-responsive.

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION  
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14. The LDC makes no representations as to the presence or absence of wetlands or any other environmental conditions on the Property or the Facility, and the successful Proposer(s) assumes the risk of any and all such conditions, it being clearly represented and understood that a condition of the sale is that the Property and any improvements thereon are being sold in their "AS IS," "WHERE IS" condition, without warranty or guarantee of any nature, expressed or implied. The Proposer selected by the LDC accepts and shall purchase the Property in its "AS IS," "WHERE IS" Condition. The successful Proposer for this Property, after closing of Title, shall be responsible for all present and future defects of any kind or nature in or on any part of the Property.

15. A Responsibility Questionnaire is included in this RFP. Proposers must complete and submit a signed original and the applicable number of copies with their proposal.

16. Proposers must be properly registered to do business in the State of New York and furnish applicable certificates of authority/incorporation/partnership/dba, etc. with their proposal.

17. Proposers are responsible for reporting in writing any errors, omissions or ambiguities found in this RFP. All such reports, requests for information, questions, etc. shall be on the "Questions Form" provided in this RFP and either faxed to Joshua Jandris and Mark Myers at (773) 867-1510 or mailed to Marcus & Millichap, 8750 W. Bryn Mawr, Suite 650, Chicago, IL 60631, Attn: Joshua Jandris and Mark Myers. **No questions will be entertained by any other means.** All questions must be submitted by June 29, 2012 4:00 P.M., prevailing time. Questions received after this time may not be addressed. Please be patient, questions will be answered in an Addendum/Addenda to be shared with all interested Proposers. Questions will not be responded to individually.

18. DATA ROOM. This RFP contains numerous references to a DATA ROOM in which reference materials and documents are stored for the use and information of prospective Proposers. To access the DATA ROOM, use the following link and follow the directions:

[Golden Hill \(Ulster County\) - https://liaison3.marcusmillichap.com/VET6DWZF](https://liaison3.marcusmillichap.com/VET6DWZF)

#### **ASSETS AND INVENTORY**

**Please refer to the financial statements and asset, equipment and inventory lists at DATA ROOM**

#### **TERMS AND CONDITIONS OF SALE**

**THE TERMS AND CONDITIONS SET FORTH BELOW MUST BE COMPLIED WITH BY ANY AND ALL PROPOSER(S) ANY MODIFICATION OR DEVIATION FROM THE FOLLOWING TERMS MAY BE GROUNDS FOR THE PROPOSER(S) PROPOSAL TO BE DETERMINED NON-RESPONSIVE BY THE LDC.**

1. The minimum acceptable purchase proposal is Ten Million Five Hundred Thousand Dollars (**\$10,500,000**). Only purchase proposals at or above **\$10,500,000** will receive consideration. All proposals must be submitted with a certified check in the amount of One Hundred Fifty Thousand Dollars (\$150,000.00), payable to Golden Hill Local Development Corporation as an Earnest Money Deposit.

2. All Proposers will be required to provide evidence of sufficient assets to purchase the Property, and to operate Golden Hill at the same or similar level of service over the next five years. Sufficient evidence may include but is not limited to, copies of bank statements, firm lender's commitments from reputable lending institutions, brokerage

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accounts in the names of the principals of the Proposer, or a combination of the aforementioned documents, evidencing sufficient assets to close the transaction and operate after closing, in the opinion of the LDC. ***Persons who have not presented such cash or certified check and who have not provided evidence of sufficient assets will not be permitted to submit a proposal.***

3. The \$150,000 proposal security will be returned to all Proposers, except for the successful Proposer, if any, upon the acceptance of a winning proposal by the LDC. The \$150,000 Deposit shall be applied to the successful Proposer's ultimate ten percent (10%) earnest money deposit. The LDC will only accept purchase proposals calling for an all cash purchase of the Facility. Full payment of the purchase price must be received within the time frames set forth herein and in the Contract for Sale. The successful Proposer will be required to pay, by either cash or by certified check, a deposit equal to ten percent (10%) of the Purchase Price, less the initial \$150,000 deposit within five (5) business days of acceptance of the successful proposal and upon the execution of the Contract of Sale, and related documents, with the balance to be paid by either cash or certified check at closing. Deposit Payments upon being made will be non-refundable, with the total deposit to be credited to the purchase price at closing.

4. The Facility will be sold in a sale to a single entity or to entities with related ownership.

5. The sale shall be "as is" and the LDC makes no guarantee/warranty as to the condition of the Facility.

6. Any sale is subject to approval by the LDC.

7. Closing is by escrow.

8. Proposer agrees that to the extent practicable all persons who are residents of the Facility as of the Closing Date shall continue to be residents after the Closing Date, and no resident, in good standing, both financially and otherwise, shall be transferred by Purchaser, unless medically necessary, to another facility without his or her express, written consent.

9. The sale is subject to the LDC and Proposer complying with all municipal, County, State and Federal rules, regulations, mandates and laws, relative to the sale of the nursing home and relative to the present nursing home labor force and employees. Proposer shall bear the burden of obtaining any and all approvals for the operation of the Facility from the appropriate municipal, county, state or federal governmental agencies. The Proposer shall also bear the burden of obtaining and paying for any and all necessary permits, connections and/or arrangements to provide for water, electric, sewer, solid waste disposal and any agreements or arrangements necessary to operate the Facility.

10. Proposer must specify its intent in regard to the employment of any Ulster County employee(s) employed at the Facility ("County Employees"). Proposers are referred to No. 1 of the SPECIFICATIONS section of this RFP for additional criteria regarding the extent to which the Proposer should address retention of current employees.

11. All costs relating to the sale and settlement of the Facility, shall be the sole obligation of the Purchaser, including but not limited to, recording the deed, any and all transfer tax associated with the transfer (including but not limited to any mansion tax), all searches, survey, all title company settlement charges and title insurance costs, closing expenses, legal expenses of the LDC, settlement fees, environmental investigations, title search fees, insurance fees, appraisal fees, survey fees, and any and all other costs associated with the conveyance.

12. The Property will be subject to taxes from and after the date of closing.

13. The LDC shall reserve the right to, as part of the conveyance of the Facility, record one or more deed restrictions

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setting forth the various obligations and covenants set forth in this RFP and the purchase and sale contract.

14. Proposers will agree to continue the operation of the Facility at this location for a minimum period of five (5) years and to not separate by sale any of the beds purchased.

15. By submitting a proposal, the Proposer agrees not to make any claims for or have any right to damages because of any misunderstanding, misrepresentation or lack of information.

### **BACKGROUND INFORMATION**

#### **Overview and General Description of Property for Sale**

Ulster County (the "County") operates Golden Hill a two hundred eighty (280) bed skilled nursing facility located on approximately 20.393 acres, more fully described in the attached Appendix 1 (the "Property") in Kingston, New York. Golden Hill serves the residents of Ulster County and neighboring counties. All 280 beds of Golden Hill are Medicare and Medicaid certified and includes a forty (40) bed unit dedicated for residents with Alzheimer's disease.

The County constructed the current Golden Hill facility and began operations at the current site in 1970, though the County has provided institutional-based care to the residents of Ulster County since the 1800's. The total building size is approximately 157,132 square feet.

Pursuant to a resolution adopted December 5, 2011 (County Resolution 266), the Ulster County Legislature authorized the disposition of its interests in certain portions of the land, buildings, equipment and assets of the Facility to the LDC subject to the County reserving a leasehold interest in the Facility thereby allowing the County to continue operation of Golden Hill until such time as the LDC transfers ownership of the Facility to a third party.

To facilitate the directive of County Resolution 266 the County and the LDC entered into a Lease Agreement with the Exclusive Option to Purchase, dated as of June 1, 2012, whereby the County leased the Facility to the LDC, established as a not-for-profit local development corporation in New York, for a lease term of ninety-nine (99) years. Simultaneously with the lease agreement, the County entered into a Leaseback Agreement with the LDC for a term of twenty (20) years so it could continue the operations of Golden Hill until such time as the LDC transfers ownership of the Facility to a purchaser.

**\*\* As provided by its mission statement, the LDC is seeking to transfer the land and facilities to the highest qualified bidder. In doing so, it shall examine and consider, where applicable, the bidder's:**

- a. competency and character;
- b. history of employee relations and practices;
- c. quality of care of residents;
- d. record of retaining facilities subsequent to acquisition;
- e. willingness to agree to build a new facility at the site;
- f. willingness to continue to care for all existing residents at the time of acquisition (unless otherwise indicated by the New York State department of Health criteria);
- g. financial stability; and
- h. willingness to consider existing staff as potential employees.

**[\*\* Bidders/Proposers should not interpret each and every element of the Mission Statement to be an absolute requirement of sale but rather as a general guideline the LDC will use to evaluate in the sale of the Facility.]**

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## **Sewer and Water**

Golden Hill is served by a municipal water supply and sewer service.

### **SUBMISSION OF PROPOSALS - SPECIFICATIONS**

**\*\* Besides considering the responses to the questions listed below in this section, the LDC shall consider and examine, where applicable, the bidder's:**

- a. competency and character;
- b. history of employee relations and practices;
- c. quality of care of residents;
- d. record of retaining facilities subsequent to acquisition;
- e. willingness to agree to build a new facility at the site;
- f. willingness to continue to care for all existing residents at the time of acquisition (unless otherwise indicated by the New York State department of Health criteria);
- g. financial stability; and
- h. willingness to consider existing staff as potential employees.

**[\*\* Bidders/Proposers should not interpret each and every element of the Mission Statement to be an absolute requirement of sale but rather as a general guideline the LDC will use to evaluate in the sale of the Facility.]**

Proposals must include an organized narrative response to all elements listed in the following specifications in the order such questions are asked. In considering any proposal, the LDC's priorities are the safety and well-being of the residents and employees of Golden Hill.

1. One of the LDC's priorities is to retain as many of the current Golden Hill employees as possible. Proposals should address what protections or preferences, if any, would be provided with regard to the jobs, salary levels and benefits for current employees in various positions, and for what periods of time. Proposers should provide details as to what current salary and benefit levels are provided to employees in current operations owned by the Proposer. Please describe your experiences with existing employees in any previous purchases you have made.
2. Proposals should describe the Proposer's relevant experience in operating facilities similar to Golden Hill, and what it will offer concerning such issues as staff training, relationships with family members, resident activities, enhancing resident and facility quality of life, etc.
3. Proposals should include a discussion of the plans for current residents. The LDC has an interest in resident continuity and preserving the ability of current residents to remain within the Facility after it is sold. Proposers should indicate the extent to which and under what conditions current residents at Golden Hill shall have the right to remain in the Facility in addition to the conditions set forth in this RFP. Past and previous experience with residents in other facilities owned by the Proposers shall be referenced. Proposers shall outline what commitments in excess of the requirements of this RFP, if any, they propose to make to current residents and their families concerning coverage in a quality setting, and for what period of time (including how they have handled any similar purchase transitions in the past).

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION  
P.O. Box 1800  
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4. Proposers are encouraged to comment on any innovations in resident/patient care with which they have current experience and which they might wish to consider implementing should they purchase Golden Hill. Additionally, Proposers must outline for the LDC the plans they have to expand the types of care and services offered by the Facility, including any additional expansion of the continuum with independent or assisted living, or the addition of various high acuity care services such as bariatric, wound care, head trauma, ventilator care, renal care, outpatient rehab, and how the Proposer has implemented such services at its other nursing facilities. The Proposer will demonstrate how it has worked synergistically with local health care providers (hospitals, doctors, and so forth) in the markets where they operate.

5. The LDC prefers that there be no contingencies to closing except the Proposer having secured all appropriate licenses and necessary regulatory approvals to operate the Facility. To the extent there are contingencies to closing, those contingencies will count against the proposal, including any financing contingency. The LDC requires that the successful Proposer demonstrate that it either has the entire purchase price in readily available assets, or that it possesses committed financing from a lending institution sufficient to acquire the Facility.

#### **PROPOSER QUALIFICATIONS**

The successful Proposer must be qualified to operate a skilled nursing facility. This will be based on the Proposer's experience and the Proposer's financial statements. Proposer must submit proof of its ability to obtain all licenses and regulatory approvals necessary to operate the Facility as it is currently being operated. Please provide detailed information regarding each of the following issues:

1. Your organization's history and mission, including the number of years in business, the type of entity (e.g. 501 (c) (3)), the number of facilities owned and/or operated, the locations of such facilities, and any recent or anticipated changes in the size and/or scope of your business or facilities.
2. For each facility identified in paragraph 1, describe the geographic area in which the facility is situated and the populations served.
3. For each identified facility pursuant to paragraph 1, state the services your organization currently offers and the percentage of your business devoted to each such service.
4. State your specific experience, including number of years, and qualifications in providing skilled nursing care services to residents of your owned and/or operated facilities. Please include details such as case mix index, occupancy rates, payor mix, nursing service caseload, size, results of quality surveys, your approach to ensuring quality of care (including clinical, quality of life, relationships with family, the community and other residents of the facility) and any other relevant information.
5. Describe the staffing structure in your currently owned and/or operated facilities, including in-house versus contracted services, full-time versus part-time staffing and wage and benefits information.
6. State your organization's financial viability and capability to complete this purchase if your proposal is selected. Please include your latest audited financial statements.
7. Identify proposed project staffing and include copies of resumes/C.V.'s for all key management personnel, if known and applicable, as well as any applicable certifications, licenses, etc., anticipated staffing organizational chart and



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budget.

8. Whether the Proposer and/or its owner or individuals set forth in 7 above have ever filed an application for a Certificate of Need with the New York State Department of Health and, if so, the specific circumstances related to such prior filings, dates of the filings and the disposition thereof. Such additional information relating to the Proposed Operator's character and competency indicating, without limitation, such information that is pertinent with regard to the Proposer's ability to achieve approval from the New York State Department of Health/Public Health and Health Planning Council. If Proposer is a licensed health care provider or other licensed entity, such Proposer must include information concerning any material negative finding, sanctions imposed or pending regulatory or legal proceedings.

9. List of any and all criminal convictions within the last ten (10) years rendered against the Proposer, any officer or director thereof, or any affiliate or related company.

10. List of any and all civil penalties, judgments, consent decrees, violations, Statements of Deficiency or other sanctions within the last ten (10) years rendered against the Proposer, any officer or director thereof, or any affiliate or related company.

11. List of any and all current investigations, indictments or pending litigation by any Federal, State or local jurisdiction initiated against the Proposer, any officer or director thereof, or any affiliate or related company.

12. List of any and all actions occurring with the last ten (10) years which have resulted in revocation or suspension of any permit or authority to do business in any Federal, State, or local jurisdiction, by the Proposer, any officer or director thereof, or any affiliate or related company.

13. List of any and all actions occurring in the past ten (10) years that have resulted in the barring from public proposal submission of the Proposer, any officer or director thereof, or any affiliate or related company.

#### **PRICING**

On the separate pricing form attached, please state the purchase price as a lump sum cash payment, for the Facility "as is".

#### **REFERENCES**

**All proposals must include at least five (5) references, wherein similar projects have been completed, including contact name, address, telephone number, e-mail address and connection to the Proposer. The LDC reserves the right to also contact additional references not named by the Proposer.**

#### **ADDITIONAL INFORMATION, INTERVIEWS & SITE VISITS**

The LDC may require any or all Proposers to present additional evidence of experience, ability and financial standing as well as a statement as to the materials, equipment or personnel which the Proposer will have available for the performance of this contract. The LDC reserves the right to interview, any or all Proposers and/or visit any or all Proposer's sites during the evaluation of proposals. If applicable, the LDC shall contact Proposers to arrange an interview, which the LDC may require to be held at the office of the LDC and/or a site visit of Proposer's facilities at any time during the evaluation process. Proposers are reminded to include their best technical and price terms in their

GOLDEN HILL LOCAL DEVELOPMENT CORPORATION  
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244 Fair Street, 6<sup>th</sup> Floor  
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initial offer and not to automatically assume that they will have an opportunity to participate in interviews, site visits or be asked to submit a best and final offer. The LDC may award the contract without interviews and/or site visits for any or all Proposers, if deemed to be within the best interests of the LDC.

Any and all counter-proposals, negotiations or any communications received by a Proposer, its officers, employees or agents from the LDC, its officers, employees or agents, shall not be binding against the LDC, its officers, employees or agents unless and until a formal written agreement for the services sought by this RFP is duly executed by both parties.

In addition to the foregoing, by submitting a proposal, the proposing entity also understands and agrees that the LDC reserves the right, and may at its sole discretion exercise the following rights and options with respect to this RFP, except to the extent restricted by applicable law, including, but not limited to, the LDC's Procurement Policy:

- To issue additional solicitations for proposals and/or amendments to this RFP;
- To waive any irregularities in proposals received after notification to all Proposers;
- To negotiate for amendments or other modifications to proposals;
- To conduct investigations with respect to the qualifications of each Proposer;
- To exercise its discretion and apply its judgment with respect to any aspect of this RFP, the evaluation of proposals, and the negotiations and award of any contract;
- To select the proposal that best satisfies the interests of the LDC and not necessarily on the basis of price or any other single factor in the evaluation criteria;
- The LDC assumes no responsibility or liability of any kind for costs or expenses incurred in the preparation or submission of any proposal, which shall be at the sole cost and expense of the Proposer; and
- The LDC is not responsible for any internal or external delivery delays which may cause any proposal to arrive beyond the stated deadline. To be considered, proposals MUST arrive at the place specified herein and be time stamped prior to the deadline.

The LDC reserves the right to reject all proposals, and to determine that none of the proposals submitted are in the LDC's best interests.

#### **Taxes and Fees**

The initial proposal must expressly provide that the Proposer will agree to be responsible for paying all applicable taxes, if any, associated with the property and/or asset purchase transaction, as set forth herein.

#### **Freedom of Information Law**

The New York State Freedom of Information Law as set forth in Public Officers Law, Article 6, Sections 84-90, mandates public access to government records. However, proposals submitted in response to this RFP may contain technical, financial background or other data, public disclosure of which could cause substantial injury to the Proposer's competitive position or constitute a trade secret. Proposers who have a good faith belief that information submitted in their proposals is protected from disclosure under the New York Freedom of Information Law shall:

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Kingston, New York 12402

a) insert the following notice in the front of its proposal:

**“NOTICE**

**The data on page\_\_\_ of this proposal identified by an asterisk (\*) contains technical or financial information constituting trade secrets or information, the disclosure of which would result in substantial injury to the Proposer’s competitive position.**

**The Proposer requests that such information be used only for the evaluation of the proposal, but understands that any disclosure will be limited to the extent that the LDC considers proper under the law. If the LDC enters into an agreement with this Proposer, the LDC shall have the right to use or disclose such information as provided in the agreement, unless otherwise obligated by law.”**

and

b) clearly identify the pages of the proposals containing such information by typing in bold face on the top of each page **" \* THE PROPOSER BELIEVES THAT THIS INFORMATION IS PROTECTED FROM DISCLOSURE UNDER THE NEW YORK STATE FREEDOM OF INFORMATION LAW."**

The LDC assumes no liability for disclosure of information so identified, provided that the LDC has made a good faith legal determination that the information is not protected from disclosure under applicable law or where disclosure is required to comply with an order or judgment of a court of competent jurisdiction. The contents of the proposal which is accepted by the LDC, except portions "Protected from Disclosure," may become part of any agreement resulting from this RFP.

**BASIS OF AWARD**

The submission of a proposal implies the Proposer's acceptance of the evaluation criteria and Proposer acknowledgment that subjective judgments must be made by the board of directors of the LDC. Award of any contract shall be made to the responsive, responsible Proposer, whose proposal is determined to be in the best interest of the LDC. The LDC reserves the rights to: accept other than the highest priced offer, waive any informality, or reject any or all proposals, with or without advertising for new proposals, and to negotiate with any one or more of the Proposers, in any order, if determined to be in the best interest of the LDC.

The LDC affirmatively states that any contract entered into pursuant to this **RFP will be awarded without discrimination on the basis of race, color, creed, national origin, disability, age, gender and/or sexual orientation.**

**\*\* Among others, the LDC will consider the following key factors or criteria when reviewing and evaluating proposals from responsive and responsible Proposers:**

1. competency and character.
2. history of employee relations and practices.
3. quality of care of residents.
4. record of retaining facilities subsequent to acquisition.

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5. willingness to agree to build a new facility at the site.
6. willingness to continue to care for all existing residents at the time of acquisition (unless otherwise indicated by the New York State department of Health criteria).
7. financial stability
8. willingness to consider existing staff as potential employees.
9. The Proposer's proposed plan for the continuation of employment, salary and benefits, if any, for current employees of Golden Hill.

**[\*\* Bidders/Proposers should not interpret each and every element of the Mission Statement to be an absolute requirement of sale but rather as a general guideline the LDC will use to evaluate in the sale of the Facility.]**

#### **ANTICIPATED RFP TIMELINE**

(All dates are approximate and subject to change, unless otherwise noted)

Publication of RFP **June 8, 2012**

Questions Due: **June 29, 2012**

Addendum (addenda) issued **July 6, 2012**

Pre-Proposal Site Visits, if any week of **July 16, 2012**

Proposals Due - Bid Deadline **July 27, 2012**

Tour of Proposers Facilities and interviews **July 23-27, 2012**

Select Qualified Buyer and Close Bidding - **After July 31, 2012 and before August 10, 2012.**

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APPENDIX

**LEGAL DESCRIPTION AND MAP OF REAL PROPERTY INCLUDED IN SALE**

DESCRIPTION OF LEASE AREA ON LANDS OF  
ULSTER COUNTY INFIRMARY, GOLDEN HILL  
CITY OF KINGSTON, ULSTER COUNTY, NEW YORK  
PARCEL I

Beginning at a point on the Southerly side of Glen Street, said point also being on the Easterly line of lands of Christopher and Kathy Jo Franco, Liber 3513 Page 248, and running:

- 1) thence from said point of beginning along the Southerly side of Glen Street South 61° 50' 00" East, 247.39 feet to a point;
- 2) thence along the Westerly side of Glen Street South 42° 41' 43" East, 231.60 feet to a point;
- 3) thence through the lands of County of Ulster the following courses and distances: South 50° 40' 14" East, 59.25 feet to a point;
- 4) thence along the Southerly side of an access road, known as Golden Hill Drive, the following courses and distances: South 70° 34' 47" East, 45.10 feet to a point;
- 5) thence Northeasterly on a curve to the left having a radius of 335.00 feet, 264.68 feet to a point;
- 6) thence North 64° 09' 06" East, 215.56 feet to a point;
- 7) thence leaving the Southerly side of the aforementioned access road, known as Golden Hill Drive, and continuing through the lands of County of Ulster the following courses and distances: Southwesterly on a curve to the right having a radius of 325.00 feet, 154.51 feet to a point;
- 8) thence South 20° 08' 53" West, 374.82 feet to a point;
- 9) thence North 75° 55' 30" West, 65.22 feet to a point;
- 10) thence South 14° 05' 50" West, 17.42 feet to a point;

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Kingston, New York 12402

- 11) thence South 80° 34' 08" West, 335.87 feet to a point;
- 12) thence South 47° 43' 46" West, 108.21 feet to a point;
- 13) thence South 78° 31' 00" West, 202.34 feet to a point;
- 14) thence South 9° 39' 05" East, 236.60 feet to a point;
- 15) thence South 32° 44' 00" East, 90.92 feet to a point;
- 16) thence South 61° 13' 40" West, 108.04 feet to a point on the Northeasterly line of lands of Ralph and Nancy Palen, Liber 1387 Page 1004;
- 17) thence along the Northeasterly line of lands of Palen and running along a portion of stone walls North 32° 44' 00" West, 742.80 feet to a point;
- 18) thence along the approximate Corporate Boundary Line between the Town of Ulster and the City of Kingston along the Easterly line of other lands of the County of Ulster North 16° 09' 40" West, 691.89 feet to a point on the Southerly line of lands of Gary Gubinski, Liber 4447 Page 230;
- 19) thence along the Southerly line of lands of Gubinski North 50° 47' 50" East, 205.50 feet to a recovered pipe in a stone wall on the Southerly line of lands of Franco;
- 20) thence along the Southerly line of lands of Franco and generally along a portion of a stone wall the following courses and distances: South 43° 48' 30" East, 270.97 feet to a point;
- 21) thence South 50° 53' 00" East, 340.47 feet to a point;
- 22) thence along the Easterly line of lands of Franco North 39° 31' 00" East, 333.16 feet to the place of beginning.

CONTAINING: 20.393 Acres

All bearings are referred to Magnetic North 1968.

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The above described premises are subject to any easements of record and subject to any statements of fact that a title search may reveal.

The above described premises have the use of Goldin Hill Drive for ingress and egress to the above described premises.

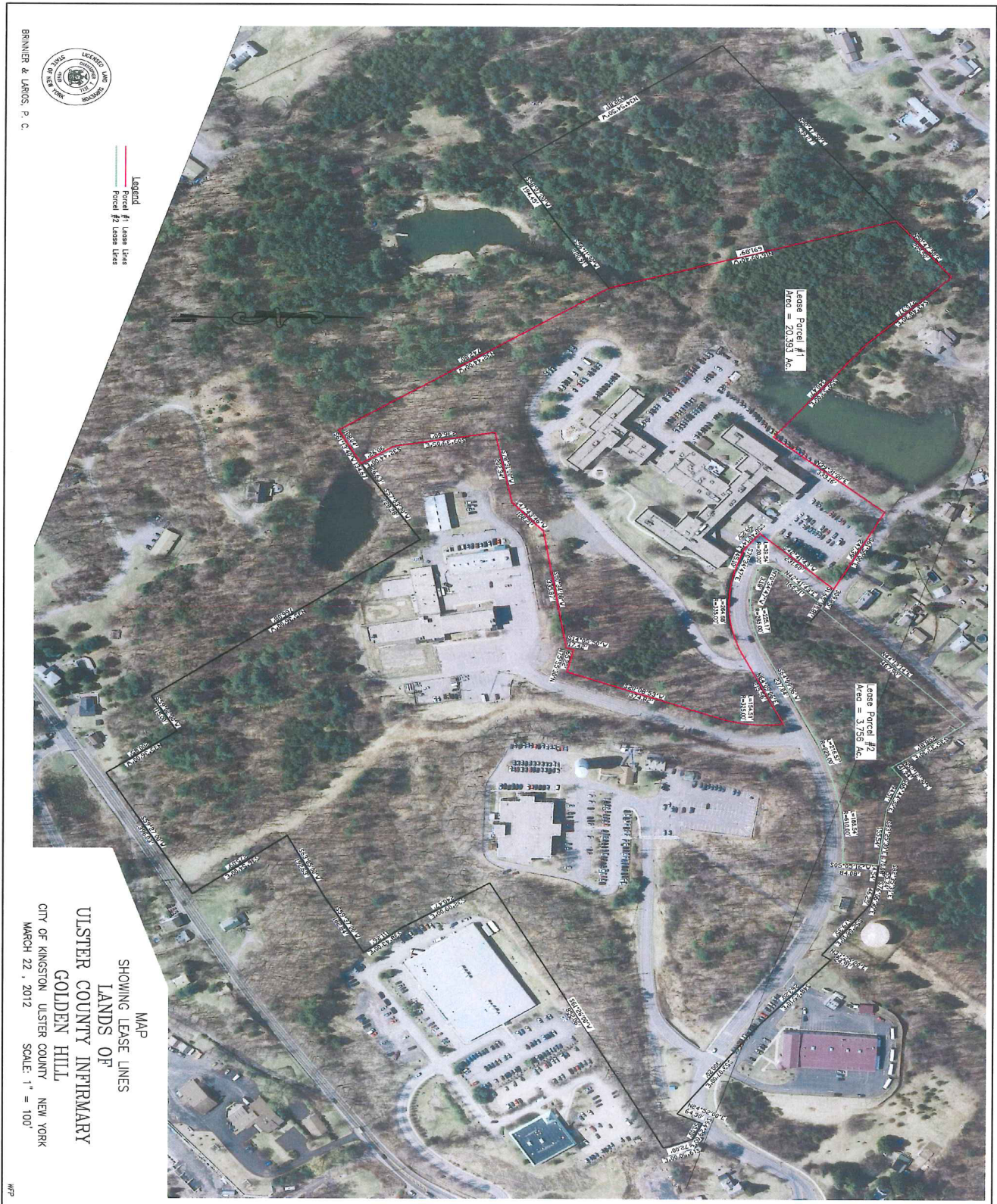
The above described premises are subject to any rights utility company may have for overhead utility lines crossing said premises.

MARCH 23, 2012

CHRISTOPHER J. ZELL, P.L.S.  
BRINNIER and LARIOS, P.C.



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**PROPOSAL FORM**

BUSINESS NAME: \_\_\_\_\_

BUSINESS ADDRESS: \_\_\_\_\_  
\_\_\_\_\_

NAME, TITLE, TELEPHONE, FAX AND E-MAIL OF CONTACT PERSON: \_\_\_\_\_  
\_\_\_\_\_

Proposer offers the following lump sum, one-time payment as purchase price for the Property "as is":

\$

The individual submitting this proposal on behalf of his or her firm certifies by his or her signature below that he or she is authorized to submit the proposal on behalf of the firm and that he or she has read and understood the full Request for Proposal cited above.

By: \_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_  
NAME FEDERAL ID NUMBER

\_\_\_\_\_  
TITLE D&B D-U-N-S Number

ADDENDA CONFIRMATION (Use this section only when an addendum/addenda were received for this RFP.)

Addendum # \_\_\_ - Received \_\_\_\_\_, 20\_\_\_ Initialed by person signing above \_\_\_\_\_

Addendum # \_\_\_ - Received \_\_\_\_\_, 20\_\_\_ Initialed by person signing above \_\_\_\_\_

Addendum # \_\_\_ - Received \_\_\_\_\_, 20\_\_\_ Initialed by person signing above \_\_\_\_\_

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**QUESTIONS**

**ALL QUESTIONS REGARDING THIS RFP MUST BE ON THIS FORM** and either faxed to the Joshua Jandris and Mark Myers at (773) 867-1510 LDC or mailed to Marcus & Millichap, 8750 W. Bryn Mawr, Suite 650, Chicago, IL 60631, Attn: Joshua Jandris and Mark Myers by the time and date specified in the Instructions to Proposers.

Business Name \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_ Date \_\_\_\_\_

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**PROPOSER'S CHECKLIST**

Unless otherwise noted below, each of the following items should be submitted in your proposal package, unless otherwise stated:

1. Proposal Form, if provided in this RFP, and/or any requested related pricing information.
2. Information and/or other materials, **as and only as requested** in the Submission of Proposals section of this RFP.
3. . Any supplemental agreement(s) (e.g. licensing or maintenance agreements) requested by a Proposer must be included in your proposal and are subject to the discretionary approval of the LDC's Counsel. Failure to reach agreement on contract terms and conditions may result in rejection of a proposal, rescission of an award and/or retention of bid security by the LDC.
4. References as requested.
5. \$150,000.00 in certified funds as Deposit.
6. Non-Collusive Certification.
7. Certificate of Authority/Incorporation/Partnership/dba, etc., as applicable to your business entity.

**IT IS NOT NECESSARY TO INCLUDE A COPY OF THE RFP IN YOUR PROPOSAL PACKAGE.**

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**NON-PROPOSER'S RESPONSE**

BUSINESS NAME: \_\_\_\_\_

For the purpose of facilitating your firm's response to our Request for Proposals, the LDC is interested in ascertaining reasons for prospective Proposers' failure to respond to Requests for Proposals. If your firm is not responding to this proposal, please indicate the reason(s) by checking any appropriate item(s) below and faxing it to Joshua Jandris and Mark Myers at (773) 867-1510 LDC or mailing it to Marcus & Millichap, 8750 W. Bryn Mawr, Suite 650, Chicago, IL 60631, Attn: Joshua Jandris and Mark Myers.

We are **not** responding to this RFP for the following reason(s):

- We do not offer this product or service.
- We are unable to meet specifications.
- Specifications not clearly understood or applicable (too vague, too rigid, etc.)
- We are unable to meet your bond requirements.
- Insufficient time allowed for preparation of proposal.
- Incorrect address used or our branch/division does not handle this type of proposal.  
Correct name and mailing address is:

\_\_\_\_\_  
\_\_\_\_\_

- Other reason(s): \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_