

**NEW HANOVER COUNTY  
REQUEST FOR PROPOSALS  
ADVISORY SERVICES RELATED TO WIND DOWN OF NEW HANOVER REGIONAL  
MEDICAL CENTER AND FUNDS FLOW RELATED TO INITIAL ALLOCATIONS**

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**COUNTY COMMISSIONERS**

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**PATRICIA KUSEK, VICE-CHAIR**

**JONATHAN BARFIELD, JR.**

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## Section 1 – Advertisement

### **NEW HANOVER COUNTY REQUEST FOR PROPOSALS (RFP) ADVISORY SERVICES RELATED TO WIND DOWN OF NEW HANOVER REGIONAL MEDICAL CENTER AND FUNDS FLOW RELATED TO INITIAL ALLOCATIONS**

New Hanover County (NHC) is seeking the assistance of a third-party consultant to manage the wind down process related to the proposed sale of New Hanover County Medical Center (“NHRMC”) and related assets.

The executed letter of intent related to the proposed transaction with Novant Health can be found at <https://nhrmcfuture.org/>.

Proposals are due on **Tuesday, September 29, 2020 by 5:00 PM EST**. Please send your proposal via email to:

- Lisa Wurtzbacher, Chief Financial Officer, New Hanover County, [lwurtzbacher@nhcgov.com](mailto:lwurtzbacher@nhcgov.com)
- Eb LeMaster, Managing Director, Ponder & Co. (Financial Advisor to NHRMC and the County), [elemaster@ponderco.com](mailto:elemaster@ponderco.com)

Please include “**RFP – ADVISORY SERVICES RELATED TO NHRMC**” in the subject line of your email.

Complete instructions and requirements for submitting your proposal may be obtained by visiting the County’s website at <https://finance.nhcgov.com/purchasing-solicitation/open-and-closed-bids/>.

New Hanover County reserves the right to accept or reject any or all Proposals and to make the Award which will be in the best interest of the County.

Released: Monday, September 14, 2020

## Section 2 – Instructions and General Conditions

### 2.1 – Schedule

RFP Process	Date	Time
RFP Issued	Monday, September 14, 2020	
Proposer’s Written Questions Due	Friday, September 18, 2020	5:00 PM EST
Informational Session	Monday, September 21, 2020	1:00 PM EST
RFP Due Date	Tuesday, September 29, 2020	5:00 PM EST
Interview Finalists	To Be Determined	
Finalist Selection	To Be Determined	

### 2.2 – Preparation of Proposal

Proposers are instructed to submit their proposal via email to:

- Lisa Wurtzbacher, Chief Financial Officer, New Hanover County, [lwurtzbacher@nhcgov.com](mailto:lwurtzbacher@nhcgov.com)
- Eb LeMaster, Managing Director, Ponder & Co. (Financial Advisor to NHRMC and the County), [elemaster@ponderco.com](mailto:elemaster@ponderco.com)

The proposal shall be submitted by **5:00 PM Tuesday, September 29, 2020**.

Proposals should be clearly marked “**RFP- ADVISORY SERVICES RELATED TO NHRMC**” in the subject line of your email.

### 2.3 – Questions

Questions are to be submitted by **5:00 PM Friday, September 18, 2020** to:

- Lena Butler, Purchasing Supervisor, New Hanover County by emailing [lbutler@nhcgov.com](mailto:lbutler@nhcgov.com).

### 2.4 – Communication

Proposers may not have communications, verbal or otherwise, concerning this RFP with any personnel or boards from New Hanover County

### 2.5 – Intent to Submit

All proposers who intend to submit a proposal on this project should send an email to [lbutler@nhcgov.com](mailto:lbutler@nhcgov.com) with their contact information.

### 2.6 – Informational Session

An Informational Session will be held on **Monday, September 21, 2020 at 1:00 PM** to discuss the transaction and to answer questions submitted by the potential proposers via a Zoom webinar to

allow the potential consultants to join the call. The webinar requires registration in order to join. Details including the link to register are below:

When: Sep 21, 2020 01:00 PM eastern Time (US and Canada)

Topic: NHRMC Wind Down Services

Register in advance for this webinar:

[https://us02web.zoom.us/webinar/register/WN\\_uxHnQ6jiQ2WsoNb925GGeA](https://us02web.zoom.us/webinar/register/WN_uxHnQ6jiQ2WsoNb925GGeA)

After registering, you will receive a confirmation email containing information about joining the webinar.

This is an Informational Session only and no questions will be taken. It is imperative that all potential Proposers submit their questions prior to **Friday, September 18, 2020 at 5:00 PM** as some or all of the questions submitted by this date and time may be covered during the webinar.

#### 2.7 - Cost of Preparation of Response

Costs incurred by prospective Proposers in the preparation of the response to this Request for Proposals are the responsibility of the Proposer and will not be reimbursed by The County.

#### 2.8 - Execution of Agreement

The successful Proposer will be required to enter into a formal agreement that is consistent with the proposal requirements outlined within. The successful Proposer to whom the Contract is awarded by the County shall within 15 days after notice of award and receipt of Agreement from the County, sign and deliver to the County all required copies of said Agreement.

#### 2.9 - Trade Secret Confidentiality

Upon receipt of your proposal by New Hanover County, your proposal is considered a public record except for material which qualifies as "trade secret" under N.C. General Statute 132-1.2. After opening, your proposal will be provided to County staff and others who participate in the evaluation process, and to members of the general public who submit public records requests.

To properly designate material as trade secret under these circumstances, each Proposer must take the following precautions: (a) any trade secrets submitted by a Proposer must be submitted in a separate, sealed envelope marked "Trade Secret - Confidential and Proprietary Information - Do Not Disclose Except for the Purpose of Evaluating this Bid," and (b) the same trade secret/confidentiality designation must be stamped on each page of the trade secret materials contained in the envelope.

**Do not attempt to designate your entire Proposal as a trade secret, and do not attempt to designate pricing information as a trade secret.** Doing so will result in your Proposal being disqualified.

In submitting a Proposal, each Proposer agrees that the County may reveal any trade secret materials contained in such response to all County staff and County officials involved in the selection process, and to any outside consultant or other third parties who assist the County in the selection process. Furthermore, each Proposer agrees to indemnify and hold harmless the County and each of its officers, employees, and agents from all costs, damages, and expenses incurred in connection with refusing to disclose any material, which the Proposer has designated as a trade secret.

#### 2.10 - Withdrawal of Proposals

Proposers may withdraw or withdraw and resubmit their proposal at any time prior to the closing time for receipt of proposals. NO proposal may be withdrawn after the scheduled closing time for receipt of proposals for a period of ninety (90) days.

#### 2.11 - Equal Opportunity

The non-discrimination clause contained in Section 202 (Federal) Executive Order 11246, as amended by Executive Order 11375, relative to Equal Employment Opportunity for all persons without regard to race, color, religion, sex or national origin, and the implementing rules and regulations prescribed by the Secretary of Labor, are incorporated herein.

The Proposer agrees not to discriminate against any employees or applicant for employment because of physical or mental handicap in regard to any position for which the employees or applicant is qualified. The Proposer agrees to take affirmative action to employ, advance in employment and otherwise treat qualified handicapped individuals without discrimination based upon their physical or mental handicap in all employment practices.

Pursuant to GS 143-48, New Hanover County encourages small, minority, physically handicapped, and women firms to submit proposals in response to this RFP.

#### 2.12 - Indemnity

The successful Proposer shall indemnify and hold the County, its agents and employees, harmless against any and all claims, demands, causes of action, or other liability, including attorney fees, on account of personal injuries or death or on account of property damages arising out of or relating to the work to be performed by the Successful Proposer hereunder, resulting from the negligence of or the willful act or omission of the Proposer, his agents, employees and subcontractors.

#### 2.13 – E-Verify

Pursuant to Session Law 2013-418, Contractor shall fully comply with the U.S. Department of Homeland Security employee legal status E-Verify requirements for itself and all its subcontractors. County requires an affidavit attesting to Contractor's compliance. Violation of the provision, unless timely cured, shall constitute a breach of contract.

#### 2.14 - Insurance

Proposer shall maintain, if needed, at his/her own expense (a) Commercial General Liability Insurance in an amount not less than \$1,000,000 per occurrence for bodily injury or property damage; New Hanover County, shall be named as additional insured. (b) Professional Liability insurance in an amount not less than \$1,000,000 per occurrence – if providing professional services; to include Environmental Professional, if applicable. (c) Workers Compensation Insurance as required by the general statutes of the State of North Carolina and Employer's Liability Insurance not less than \$500,000 each accident for bodily injury by accident, \$500,000 each employee for bodily injury by disease, and \$500,000 policy limit; (d) Commercial Automobile Insurance applicable to bodily injury and property damage, covering all owned, non-owned, and hired vehicles, in an amount not less than \$1,000,000 per occurrence as applicable. (e) Pollution Liability insurance in an amount not less than \$1,000,000 per occurrence, if applicable. Certificates of Insurance shall be furnished prior to the commencement of Services to: New Hanover County, 230 Government Center Drive, Suite 125, Wilmington, NC 28403.

#### 2.15 - Addendum

The proposal package constitutes the entire set of instructions to the bidder. The County shall not be responsible for any other instructions, verbal or written, made by anyone. Any changes to the specifications will be in the form of an Addendum which will be sent to all known Proposers who have sent an email to [lbutler@nhcgov.com](mailto:lbutler@nhcgov.com) and also posted on the County's website at <https://finance.nhcgov.com/purchasing-solicitation/open-and-closed-bids/>.

#### 2.16 - Compliance with Proposal Requirements

Failure to comply with these provisions or any other provisions of the General Statutes of North Carolina will result in rejection of bid/proposal.

#### 2.17 - Successful Proposer

The Proposer who is not currently set up as a vendor in the County's vendor file will be required to submit a completed Vendor Application, W-9 and EFT form in order to be entered into the County's vendor database.

#### 2.18 – Federal Uniform Guidance

If the source of funds for this contract is federal funds, the following federal provisions apply pursuant to 2 C.F.R. § 200.326 and 2 C.F.R. Part 200, Appendix II (as applicable): Equal Employment Opportunity (41 C.F.R. Part 60); Davis-Bacon Act (40 U.S.C. 3141-3148); Copeland "Anti-Kickback" Act (40 U.S.C. 3145); Contract Work Hours and Safety Standards Act (40 U.S.C. 3701-3708); Clean Air Act (42 U.S.C. 7401-7671q.) and the Federal Water Pollution Control Act (33 U.S.C. 1251-1387); Debarment and Suspension (Executive Orders 12549 and 12689); Byrd Anti-Lobbying Amendment (31 U.S.C. 1352); Procurement of Recovered Materials (2 C.F.R. § 200.322); and Record Retention Requirements (2CFR § 200.324).

#### 2.19 -Certificate of Authority

**Subject to several statutory exceptions, a business entity incorporated or organized in a state other than North Carolina must obtain a certificate of authority from the North Carolina Secretary of State prior to transacting business in the State.** See [G.S. 55-15-01\(a\)](#) (business corporations); [G.S. 55A-15-01\(a\)](#) (nonprofit corporations); [G.S. 57D-7-01\(a\)](#) (limited liability companies); [G.S. 59-902\(a\)](#) (limited partnerships); [G.S. 59-91\(a\)](#) (registered limited liability partnerships); [G.S. 55B-16\(a\)](#) (professional corporations). When the requirement applies, the foreign entity transacting business in the State is responsible for obtaining a certificate of authority—not the domestic (i.e., North Carolina) corporations, public entities, or individuals with whom the foreign entity might contract.

#### [2.20- Right to Reject Proposals](#)

New Hanover County reserves the right to accept or reject any or all proposals and to make the award which will be most advantageous to the County.

### Section 3 – Scope of Services

New Hanover County (County) is seeking the assistance of a third-party consultant to manage the wind down process related to the proposed sale of New Hanover County Medical Center (“NHRMC”) and related assets.

The executed letter of intent related to the proposed transaction with Novant Health can be found at <https://nhrmcfuture.org/>.

Below is a scope of services that are contemplated at this point although additional items may be identified.

- Develop wind down budget and provide regular updates
- Track funds and initial allocations as guided by the Asset Purchase Agreement (“APA”)
- Work closely with NHC designated personnel who will be involved in wind down
- Provide needed reports for the County and the primary recipients of proceeds
- Identify Excluded Assets and Excluded Liabilities and provide advice related to these pre-and post-closing
- Review and assess any contracts not assumed by Novant Health
- Identify and manage day-one activities that County will need in place at Closing
- Assist, as needed, in obtaining tail insurance proposals
- Assist in determination of transition services that will be needed and in negotiations of Transition Services Agreement with Novant Health
- Coordinate post-closing activities related to pension plan wind down and employee matters such as benefit plans
- Work with County legal counsel on any legal issues, including tracking impact to net proceeds, indemnification claims and General Escrow
- Advise on net working capital settlement, working with NHRMC’s auditors who is preparing the needed net working capital schedules for signing, closing and post-closing
- Assist in any dialog related to equipment purchases or invoices in process that overlap pre-and post-closing
- Assist, if requested, in finding appropriate avenue for storing business records and medical records not assumed by buyer
- Identify other services and needs that the advisor determines the County will need related to wind down
- If requested, assist County in developing a contract monitoring plan to monitor Novant’s adherence to the Asset Purchase Agreement



## Section 4 – Proposal Format

We appreciate your interest and ask that you submit your Proposal via email addressing the following elements:

- A. Background on your firm and your experience in similar wind down engagements
- B. Information on the specific team members who will be involved in the engagement and who will lead the engagement and confirmation that these individuals have appropriate bandwidth
- C. Scope of services based on description above and your experience
- D. Proposed fees
- E. Brief summary of why you believe your firm is a good fit for this engagement