

**COMMONWEALTH OF VIRGINIA
STANDARD CONTRACT**

Contract Number: LU214-20-014

This contract entered into this 27th day of May 2021 by Potomac Healthcare Solutions, LLC hereinafter called the "Contractor" and Commonwealth of Virginia, Longwood University hereinafter called the "Purchasing Agency."

WITNESSETH that the Contractor and the Purchasing Agency, in consideration of the mutual covenants, promises and agreements herein contained, agree as follows:

SCOPE OF CONTRACT: The Contractor shall provide the services to the Purchasing Agency as set forth in the Contract Documents.

~~**PERIOD OF PERFORMANCE:** From July 1, 2021 through June 30, 2021.~~

The contract documents shall consist of:

- (1) This signed form;
- (2) The following portions of the Request for Proposals dated April 7, 2020:
 - a. The Statement of Needs;
 - b. The General Terms and Conditions;
 - c. The Special Terms and Conditions together with any negotiated modifications of those Special Terms and Conditions;

Addendum 1, dated May 4, 2020;

Attachment 1, dated May 27, 2021;

Attachment 2, dated May 19, 2021; and

- (3) The Contractor's Proposal dated June 2, 2020, together with any negotiated modifications set forth in Attachment 1 and the following agreement, all of which documents are incorporated herein.

IN WITNESS WHEREOF, the parties have caused this Contract to be duly executed intending to be bound thereby.

CONTRACTOR:

By: Wm. A. Joseph

William A. Joseph

Title: Principal and Co-CEO

Date: 6/2/2021

PURCHASING AGENCY:

By: M. Louise Waller

M. Louise Waller

Title: Vice President for Administration and Finance

Date: 6/8/21

Note: This public body does not discriminate against faith-based organizations in accordance with the *Code of Virginia*, § 2.2-4343.1 or against a bidder or offeror because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by state law relating to discrimination in employment.

eVA BUSINESS-TO-GOVERNMENT VENDOR REGISTRATION, CONTRACTS, AND ORDERS: The eVA Internet electronic procurement solution, website portal www.eVA.virginia.gov, streamlines and automates government purchasing activities in the Commonwealth. The eVA portal is the gateway for vendors to conduct business with state agencies and public bodies. All vendors desiring to provide goods and/or services to the Commonwealth shall participate in the eVA Internet eprocurement solution by completing the free eVA Vendor Registration. All bidders or offerors must register in eVA and pay the Vendor Transaction Fees specified below; failure to register will result in the bid/proposal being rejected.

Vendor transaction fees are determined by the date the original purchase order is issued and the current fees are as follows:

- a. For orders issued July 1, 2011 thru December 31, 2013, the Vendor Transaction Fee is:
 - (i) DMBE-certified Small Businesses: 0.75%, capped at \$500 per order.
 - (ii) Businesses that are not DMBE-certified Small Businesses: 0.75%, capped at \$1,500 per order.
- b. For orders issued January 1, 2014 and after, the Vendor Transaction Fee is:
 - (i) DMBE-certified Small Businesses: 1%, capped at \$500 per order.
 - (ii) Businesses that are not DMBE-certified Small Businesses: 1%, capped at \$1,500 per order.

For orders issued prior to July 1, 2011 the vendor transaction fees can be found at www.eVA.virginia.gov.

The specified vendor transaction fee will be invoiced, by the Commonwealth of Virginia Department of General Services, approximately 30 days after the corresponding purchase order is issued and payable 30 days after the invoice date. Any adjustments (increases/decreases) will be handled through purchase order changes.

For Longwood University (University):

Louise Waller, Vice President for Administration and Finance

Cathryn Mobley, Associate Vice President for Administration and Finance

Matthew McGregor, Associate Vice President, Wellness & Auxiliary Services

Deborah Cooper, Buyer Specialist/Contracts Administrator

For Potomac Healthcare Solutions, LLC (Potomac):

William Joseph, Principal and Co-CEO

Thomas Burden, Principal and Co-CEO

Robert Askew, Vice President

Ronald Goforth, Vice President

The University received one proposal in response to RFP#LU214-20-014 that being from Potomac. Potomac is the current contractor for the University's Health Center (UHC). At the conclusion of the Evaluation Committee's review of Potomac's proposal and after their oral presentation of same, Intercollegiate Athletics (IA) made the decision not to pursue the full scope of services in the RFP, but requested any resulting contract the University awards include a dedicated Athletic Trainer (AT) for IA. The University informed Potomac of this decision on March 31, 2021 and asked them to submit a revised Price Proposal and include the current services provided at the UHC and an AT for IA. Potomac submitted their revised Price Proposal on April 27, 2021.

The University reviewed the revised Price Proposal and scheduled a meeting with Potomac on May 14, 2021 to discuss it in relation to the following points:

1. G&A Fee Flexibility: Potomac stated their G&A expenses are tracked monthly have been consistently the same the past 5 years, but would be willing to lower the fee to 18% from the 20% proposed in their original and revised Price Proposals. This is acceptable to the University.
2. Cost of 10-month vs. 12-month AT: Potomac needs to research the cost figures shown for a 12-month AT as being less than a 10-month AT. If that is the case, the University would opt for both ATs being 12-month positions. The University advised Potomac that IA would want some input during the hiring process for their AT.
3. Other Potential Areas for Cost Savings: Potomac proposed lowering the flu vaccine supply by \$2,000. The University inquired about an adjustment to the Nurse Triage Advice Line and Potomac stated it is a subscription, so no change is possible. These are acceptable to the University.
4. Length of Contract: Both the University and Potomac are agreed on a straight 10-year contract; however, Potomac expressed concern about the flexibility to make substantial changes. The contract contains Terms and Conditions that allow for changes to be made and goods and/or services added to the contract. The following clause is being added to the Terms and Conditions:

REVIEW OF CONTRACT: This contract will be reviewed annually by the University on the anniversary date of the contract. Price increases may be negotiated only at the time of the annual review.

1. If the University authorizes a price increase at the first annual review, the contract price(s) for the next one-year period shall not exceed the contract price(s) of the original contract increased by more than the percentage increase of the Medical Care category of the CPI-U section of the Consumer Price Index of the United States Bureau of Labor Statistics for the latest twelve months for which statistics are available.

2. If during any subsequent review period, the University authorizes a price increase, the contract price(s) for the subsequent contract periods shall not exceed the contract price(s) of the previous one-year contract period increased by more than the percentage increase of the Medical Care category of the CPI-U section of the Consumer Price Index of the United States Bureau of Labor Statistics for the latest twelve months for which statistics are available.

5. Revenue Split: Potomac originally proposed 100% direct revenue return to the University. Based on a reduced student population, Potomac proposed a direct revenue base amount to be returned to the University; after the base amount is reached, revenue will be split 50/50% between the University and Potomac. This is acceptable to the University.
6. UHC Expansion Payments: It is mutually agreed that the University's reimbursement to Potomac for the balance due on the UHC Midtown equipment/build out will be made in fixed monthly payments for the life of this 10-year contract.

At the conclusion of the meeting, Potomac agreed to send a new Price Proposal and include updated numbers for the UHC and ATs for IA and Campus Recreation. The new Price Proposal was received on May 19, 2021 (Attachment 2). The new Price Proposal was reviewed by and is acceptable to the University.

--End of Negotiations--



Potomac Healthcare
Solutions™

Attachment 2

1549 Old Bridge Road
Suite 201
Woodbridge, Virginia 22192-2737

www.potomachealthcare.com

Tel: (703) 436-9009

Fax: (703) 542-1722

May 19, 2021

Attn: Matthew McGregor
Vice President Auxiliary Services
Longwood University
201 High Street, Bristow Hall, Room 218
Farmville, Virginia 23909

Subject: RFP#LU214-20-014

Mr. McGregor,

Potomac Healthcare Solutions, LLC, (PHS), pursuant to our discussions of May 14, 2021, hereby submits a budget for the new contract base period 2021-2022. Our estimate is based on continuation of current services with addition of two Athletic Trainers. Our review of costs included reduction of G&A, decreased total cost of flu shots, addition of two Athletic Trainers, and review of all projected costs for the period of performance July 1, 2021 through June 30, 2022. Revised cost for the period is presented in the attached schedule. The total is presented below:

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|--|----------------|
| July 1, 2021 – June 30, 2022 Contract Base | \$1,231,963.77 |
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As agreed, the monthly payment for the Midtown expansion will be deducted from collections in the amount of \$500.00.

Based on reduced student population to 4,000 from 4,700, Potomac Healthcare Solutions proposes collections in excess of \$68,000.00 be shared 50/50 between Longwood University and Potomac Healthcare Solutions, LLC.

We hope this estimate assists you with your budgeting process.

If you have any questions please do not hesitate to contact me at 703-436-9142 or Tom Burden at 703-436-9143

William A. Joseph
Co-CEO and Principal



A Service Disabled Veteran Owned Small Business