

Golden Hill Local Development Corporation  
Minutes of the Board of Directors

Date: December 12, 2012

Time: 4:30 PM

Place: Legislative Chambers, 6<sup>th</sup> Floor  
County Office Building, 244 Fair Street, Kingston, NY

Members Present: Marshall Beckman  
Michael Bernholz  
James Hanson  
Jeanette Provenzano  
Robert Sudlow  
Dare Thompson

Members Excused: Michele Iannuzzi

Others Attending: Clinton G. Johnson, Esq., First Assistant County Attorney  
Kenneth Crannell, Deputy County Executive  
Justin S. Miller, Esq., Harris Beach, PLLC  
Amy Borden, Paralegal

1. Call the Meeting to Order

Chairwoman D. Thompson called the meeting to order at 4:44 PM.

2. Minutes of the November 30, 2012 Meetings

Approval of the minutes was called by D. Thompson. M. Beckman made a motion to accept the minutes of the meeting held on November 30, 2012. J. Hanson seconded the motion. D. Thompson called the question. All approved.

3. Old Business

J. Hanson reminded the Board of the required webinar training through Authorities Budget Office. He noted that a few members have yet to complete the training, and it must be completed before the end of March, 2013.

4. New Business

D. Thompson asked Mr. Crannell to report to the Board about various meetings which have been held at the Golden Hill Health Care Center since the announcement of the sale and the purchase and sale agreement with the new buyers. Mr. Crannell reported that he, several members of the Board, and the buyers, have had several meetings with various people and groups at Golden Hill Health Care Center, including meetings with the administrator of the facility, the president and vice president of the Resident's Council, department heads and some staff of the facility, and the family council. He noted that a facility-wide staff meeting will be held on January 11, 2013. By holding three meetings, employees from all shifts will have the opportunity to meet with the buyers.

Mr. Crannell further reported that he has had good dialogue with CSEA and the State Health Department. M. Bernholz asked about the overall reception. J. Provenzano explained that the residents seem optimistic of the possibilities. Mr. Crannell noted that Dr. Bacchi in particular has connected with the residents, and has been able to ease residents' minds with discussions about plans for upgrades and renovations. B. Sudlow stated that Dr. Bacchi has stressed to the residents that this purchase is the cornerstone of a larger vision of a healthcare system within Ulster County.

5. Executive Session

J. Hanson made a motion to move into Executive Session. M. Beckman seconded the motion. D. Thompson called the question. All approved. Executive Session began at 4:53 PM, and ended at 5:57 PM.

6. Resolutions

a. J. Hanson presented for payment an invoice submitted by Amy Borden for secretarial services rendered in October and November, 2012. R. Sudlow made a motion to approve payment of the invoice. M. Beckman seconded the motion. D. Thompson called the question. All approved.

b. J. Hanson presented for payment an invoice submitted by Harris Beach, PLLC for services rendered. M. Bernholz questions why the bill no longer shows the details of dates and durations of services provided. Mr. Miller will request that it be provided in detail. M. Beckman made a motion to approve payment of the invoice. R. Sudlow seconded the motion. D. Thompson called the question. All approved.

c. Discussion was had about the buyer's request to change from a corporation to a limited liability company. The buyers have requested this change for tax purposes only. Mr. Miller will provide a letter stating that this is the equivalent of an FLP. R. Sudlow made a motion to Amend the Purchase and Sale Agreement in Section 1. M. Beckman seconded the motion. D. Thompson called the question. All approved.

6. Adjournment

M. Bernholz made a motion to adjourn. J. Hanson seconded the motion. D. Thompson called the question. All approved. Meeting adjourned at 6:06 PM.

Respectfully submitted,

Amy Borden

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J. Provenzano, Secretary

*D. Thompson, Chair*

*12/27/13*

Date Approved