

Golden Hill Local Development Corporation

PO Box 1800
Kingston, NY 12402

Board of Directors

Dare Thompson – Chair
Marshall Beckman – Vice Chair
James Hanson – Treasurer
Hon. Jeanette Provenzano – Secretary
Michael Bernholz
Dr. Michelle Iannuzzi
Robert Sudlow

Corporate Officers

Robert Sudlow – President & CEO
845-340-3800
rasudlow@gmail.com
James Hanson – Treasurer & CFO
Michael Bernholz - Secretary

Minutes of the Board of Directors meeting of April 4, 2012

Present

Marshall Beckman
Michael Bernholz
Jeanette Provenzano
Robert Sudlow

Excused

James Hanson
Michelle Iannuzzi
Dare Thompson

1. M. Beckman, presiding on behalf of Chairwoman Thompson, called the meeting to order at 6:30 PM.
2. M. Beckman reported that the meeting that had been scheduled for March 28 had to be cancelled because public notice had not been issued a full twenty-four hours in advance of the meeting. M. Beckman also stated that henceforth, participation in the meetings of this Board of Directors would be limited to the Board members. In addition, the Board will need to develop a protocol for responding to questions outside of the meetings by the press and the public.
3. There was discussion about whether the Board should vote on any matters of substance at this evening's meeting, as only four of the seven members were in attendance. It was agreed by all members that such discussion and voting be postponed until the next meeting, in order to ensure as full participation as possible.
4. The minutes of the meeting of March 21, 2012 were moved, as submitted, by R. Sudlow, seconded by J. Provenzano, and unanimously approved.
5. Old Business:
 - a. A presentation by Sean Griffin, Harris Beach PC, concerning his firm's proposal to provide bond counsel and general counsel services on behalf of the GHLDC, was postponed. The presentation was originally expected to be made at the March 28 meeting, which was cancelled. Board members unanimously agreed that the

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presentation should be rescheduled for the next Board meeting. Copies of the proposal will be distributed, if possible, in advance of the meeting.

- b. R. Sudlow distributed copies of consultant qualifications from four firms that are interested in being considered for the role of advisor to the Board in the buyer selection process. Some of the Board members expressed concern that information had been obtained from the four potential candidates without conducting a more extensive search. Ken Crannell, who obtained the information, explained that there is a limited pool of such consultants, and they are known because they are already working with other counties. M. Bernholz inquired about the existence of any sources of information about such consultants; K. Crannell indicated that he is not aware of any. There was also discussion about the time constraints the Board is working under versus the need to have an effective decision-making process, which may dictate that the Board move more deliberately. Ultimately, Board members agreed that we would begin to schedule presentations by the consultants who have already indicated an interest, but that M. Bernholz will work with K. Crannell to attempt to identify additional consultants through journals and other sources, if possible. All Board members agreed to contribute questions for the consultant interviews by the time of the next meeting, which was set for April 11, 2012.
 - c. A map of the Golden Hill property was reviewed. M. Beckman pointed out that there has been consistent discussion throughout the process about the expectation that a potential buyer may be interested in property on Golden Hill beyond the 27 acres currently identified in the authorizing resolution, because the identified acreage is not adequate to build a new facility on without tearing down the existing facility. A commitment had been made that no resident would lose his/her bed as a result of the privatization of the GHHCC; closure of the facility to accommodate construction of a new facility would result in displacement of residents. M. Beckman explained that the reason additional acreage on Golden Hill had not been included in the resolution was because it could not be known at that time which land and how much land would be sought, there are County buildings on Golden Hill that are currently occupied, and other actions (i.e., subdivision, easements, etc.) must be taken once the specific land is identified. It was also pointed out that the site of the old County Jail is the most likely one for construction of a new nursing home facility. M. Beckman added that the original RFP included language about the availability of up to 90+ acres on Golden Hill.
 - d. M. Bernholz and any other Board member who wishes to visit the site of the GHHCC will coordinate the site visit through Ken Crannell (and Sheree Cross).
6. New Business:
- a. The signing of the Oath of Office by Board members was tabled until the next meeting, in order to process all of the documents at once, instead of doing so piecemeal.

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- b. It was agreed by all present that Board Member contact information will be distributed via email.
- c. C. Johnson, First Assistant County Attorney, distributed copies of an email from the County's insurance carrier, confirming that the LDC Board members are covered by the County's insurance policy for officers. However, the email states that "...at the present time the LDC does not possess or control any assets." C. Johnson explained that this will be true until the Board enters into a contract with the County for leasing the property. This, however, cannot happen until the Board hires general counsel. At such time as the Board takes control of the asset, appropriate insurance arrangements will have to be put in place by the LDC.
- d. The next meeting of the GHLDC Board of Directors is scheduled for April 11, 2012 at 6:30 PM at the Ulster County Office Building. It was agreed that efforts will be made to identify an additional meeting date for that week to ensure that all members are present for interviews and to afford additional time now to select consultants, so that our overall process is not delayed. There was strong sentiment that all members will need to be flexible about their schedules to accommodate the time line. M. Beckman explained that the significance of the December 31, 2013 deadline is that unless the sale is completed by that time, the County will have to carry the operating budget deficit for the GHHCC into the 2014 budget.

7. Adjournment:

- a. The meeting was adjourned at 7:45 PM on a motion by R. Sudlow, which was seconded by J. Provenzano.

Submitted by:


J. Provenzano, Secretary


Date