

In The Matter Of:
ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
SPECIAL HEARING

RE: ULSTER NH REALTY/GOLDEN HILL PROJECT
August 25, 2020

COVERING ALL UPSTATE NEW YORK

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ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PUBLIC HEARING
RE: ULSTER NH REALTY/GOLDEN HILL PROJECT

August 25, 2020

Held: Via Videoconference

8:00 p.m. - 8:25 p.m.

1 A P P E A R A N C E S :

2
3 Agency Counsel:

4 Special Bond Counsel:

5 HODGSON RUSS
6 BY: A. JOSEPH SCOTT, III, ESQ.

7 Ulster County IDA:

8 Rose Woodworth, CEO
9 Aaron LaCanfora

10 Board Members:

11 James Malcolm, Chair
12 Michael J. Ham, Secretary
13 Diane Eynon, Treasurer
14 Daniel Savona, Assistant Secretary
15 Orlando Reece, Assistant Secretary
16 Richard O. Jones, CFO
17 Faye Storms, Vice Chair/Assistant Treasurer

18 For the Public:

19 Santosh Mesta
20 Brian Cahill, Ulster County Legislature

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22
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1 MR. MALCOLM: Okay. I see It's 8:00
2 p.m. I would like to call to order this
3 special meeting of the Ulster County
4 Industrial Development Agency.

5 I call this meeting to order.

6 Pledge of Allegiance please.

7 (Whereupon, the Pledge of Allegiance
8 was conducted.)

9 MR. MALCOLM: Roll call members please,
10 Rose.

11 MS. WOODWORTH: James Malcolm.

12 MR. MALCOLM: Here.

13 MS. WOODWORTH: Faye Storms.

14 MS. STORMS: Here.

15 MS. WOODWORTH: Diane Eynon.

16 MS. EYNON: Here.

17 MS. WOODWORTH: Mike Ham.

18 (No response)

19 MS. WOODWORTH: Orlando Reece.

20 (No response)

21 MS. WOODWORTH: Not yet.

22 And Daniel Savona.

23 MR. SAVONA: Here.

24 MS. WOODWORTH: And Richard Jones.

25 MR. JONES: Here.

1 MR. MALCOLM: Was Orlando having a hard
2 time at the last meeting?

3 MS. WOODWORTH: I don't think so. I
4 will shoot him a message because I believe
5 he was planning to attend.

6 MR. MALCOLM: I'm going to read the
7 mission statement.

8 The mission of the Ulster County
9 Industrial Development Agency is to advance
10 the job opportunities, general prosperity
11 and long-term economic vitality of the
12 Ulster County residents by targeting tax
13 incentives, bonding and other assistance to
14 foster creation and attraction of new
15 business and the retention and expansion of
16 existing business.

17 That brings us to public comment on
18 agenda items only.

19 I will move past that.

20 That brings us into projects.

21 Ulster NH Realty -- counsel, do you
22 want to take it from here?

23 MR. SCOTT: Sure. Thank you, Chair.

24 What you have in front of you on the
25 agenda are five bullet points for this

1 project.

2 The first bullet point are materials
3 prepared by the CEO, Rose, dealing with the
4 business terms of the transaction. And we
5 can get to that page, if you would like.
6 It's really a question of -- maybe what I
7 will do, Chair, is I will summarize the
8 items and then we can go through them in
9 detail at the request of the Board members.

10 MR. MALCOLM: Absolutely.

11 MR. SCOTT: Bullet 1 is a summary of
12 the business terms, again, prepared by the
13 IDA CEO.

14 The second is the Assignment and
15 Assumption Agreement. That Agreement
16 provides for the relationship between the
17 current company and the old company where
18 the old company assigns all the IDA
19 documents over to the new company and the
20 new company assumes those obligations. And
21 there is a nuance point there that I will
22 just spend a minute talking about. That --
23 and we call it in our firm a baton pass;
24 there is a baton pass from the old company
25 to the new company.

1 And the important issue there is that
2 the new company takes on all the obligations
3 of the old company so if there is a default,
4 if there is a failure, if there is a problem
5 by the old company, we have the new company
6 on the hook for that; we don't have to
7 follow and chase the old company. The old
8 company walks away. The new company is on
9 the hook for everything. And the reason why
10 we do it that way, we have leverage with the
11 new company because we have the documents
12 with the new company.

13 The third bullet is the Pilot
14 Agreement. That's an amended and restated
15 Pilot Agreement; same term but it has the
16 higher pilot payments as outlined in bullet
17 1. The change in the structure from a fixed
18 payment with a COLA adjustment to a
19 percentage of normal tax and, again, the
20 numbers are outlined nicely in the first
21 bullet item which was the business terms.

22 The fourth bullet is the Uniform Agency
23 Project Agreement. That's our clawback
24 agreement. That's an Agreement where the
25 new company agrees to maintain the 330 FTE

1 job numbers where they agree to maintain the
2 star rating with respect to the nursing
3 operations, where they agree to maintain the
4 star rating with respect to the nurses and
5 where they also agree to make our admin fee
6 of \$75,000 this month on our closing date
7 and the balance, the second \$75,000 piece,
8 on January 1.

9 And I have worked with Joe Eriole on
10 putting in language to make clear that there
11 is no notice required. If they don't make
12 that payment, there is no notice required,
13 it's an automatic default and we can
14 exercise any and all remedies including the
15 termination of the pilot and the termination
16 of the other documents.

17 The last item, bullet number 5, is the
18 assignment assumption of the pilot
19 resolution which is actually the resolution
20 in consideration by the Board tonight where
21 we approved the three documents and the
22 business points that are outlined in bullet
23 item 1.

24 So that's a summary of the materials.

25 I do have some notes in terms of

1 opening each of the individual documents and
2 pointing out a couple of things if the Board
3 wants to get into that level of detail.
4 And, obviously, I'm more than happy to do a
5 line by line of the resolution which is
6 probably an appropriate thing to do in
7 connection with our consideration of the
8 project.

9 I will pass it back to you.

10 MR. MALCOLM: No, no, no. Don't you
11 pass it back to me, that hot potato.

12 I will move it back to you to go line
13 by line on the resolution and at that point
14 prior to asking for any kind of vote, we
15 will answer any questions from Board
16 members.

17 MR. SCOTT: Great.

18 So the resolution is page 75 of the PDF
19 and I'm going to just touch very briefly on
20 the whereas paragraphs which are 75, 76, 77.
21 That essentially tells the story of the
22 prior transaction, the closing back in 2013,
23 the entering into of the various IDA
24 documents including the Pilot Agreement with
25 the former company and then the new company

1 coming to us, submitting an application
2 requesting us to take action and this is the
3 resolution that provides for that.

4 So I'm now on page 78, Chair. And what
5 I did here in Section 1 was I expanded the
6 findings that we typically make to reflect
7 that this project is a little unusual. Most
8 assignment assumption projects that come to
9 us, it's a simple -- like I said before, a
10 simple baton pass, there isn't a lot of
11 negotiation or reworking, restructuring of
12 the transaction but there, obviously, was
13 here. And the reason that we did that here
14 was as outlined in Rose's business points
15 memo was the concern about making sure that
16 the company is paying adequate pilot
17 payments, making sure that there is adequate
18 staffing at the facility and making sure
19 that the facility continues to operate at a
20 relatively high level.

21 And so what we did was, we, in effect,
22 leveraged those desires on our part with the
23 company to work out a set of business terms
24 to hopefully provide significant benefits to
25 Ulster County. That's what I outlined in

1 this section. And that really starts in
2 Section 1F, again, on page 78 where I
3 indicate that we are willing to consider the
4 assignment request. Recall, the assignment
5 request doesn't come from us, it came from
6 the new company. And we were willing to
7 consider that as long as they maintain a
8 certain level of FTEs -- and that number has
9 increased significantly from what was
10 originally done by the prior company, it is
11 now at 330 -- maintaining a certain star
12 rating with respect to operations of the
13 facility and then also maintaining a certain
14 level with respect to nurse staffing.

15 We then make some findings in G and H
16 that indicate that it's our belief that the
17 increase in pilot payments, and it's over 3
18 and a half million dollars of increased
19 payments over the remaining 19 year --
20 sorry, remaining 19-year term of the Pilot
21 Agreement, that's going to benefit Ulster
22 County the City of Kingston and the Kingston
23 City School District and then also
24 maintaining those job levels will benefit
25 the citizens of Ulster County.

1 And then in I, maintaining the star
2 rating with respect to operations and
3 nursing staff levels will benefit the county
4 with good nursing home care.

5 I then flip over to the top of page 9
6 and in K, I note that we have considered the
7 public hearing report and, obviously, given
8 that the public hearing heard immediately
9 preceding to this meeting and most of the
10 Board members have attended or attended the
11 public hearing for Faye's benefit, I will
12 summarize then maybe, Rose, you can fill in
13 any blanks that I left out.

14 But my memory here is that there was
15 one set of comments from one member of the
16 public, the Chair of the county legislature,
17 he, I will say, applauded, congratulated the
18 IDA with respect to its operations and
19 moving forward with respect to this project.
20 He did think that the new terms of the Pilot
21 Agreement were an improvement. He did have
22 a little bit of a caveat there saying: I'm
23 not sure if it was the best you could have
24 gotten. But he did say they were very good.
25 And the balance of his comments, frankly

1 extensive, were relating to egress, in and
2 out of the facility, and the impact it has
3 on adjacent neighbors. And the Chair called
4 out the project applicant who was willing to
5 respond to that issue and indicated that he
6 would be reaching out to either the Chairman
7 of the county legislature or some entity to
8 discuss that issue because he has identified
9 it as an issue and would like to address it.

10 I'm not sure if there is anything more,
11 Chair, you want to add or, Rose, you want to
12 add with respect to this.

13 MR. MALCOLM: No. I would go around
14 the room.

15 Board Member Storms, anything from you?

16 MS. STORMS: No. I think we hashed it
17 out and covered the very important points so
18 I'm very happy with it so far.

19 MR. MALCOLM: Board Member Savona.

20 MR. SAVONA: Jim, I think we did our
21 homework on this. I'm comfortable. I don't
22 think we have -- I don't think we have any
23 room. And, Joe, correct me if I'm mistaken,
24 to regulate the traffic on Glen Street, I do
25 know what he is talking about, it's a

1 residential area and the two intersections,
2 they both meet up at the nursing home and it
3 is a short cut, it's a big short cut. So it
4 is a residential area. So I do see his
5 concern but I don't think we have grounds to
6 regulate that. Do we?

7 MS. STORMS: Not really.

8 MR. SAVONA: Not really. Other than
9 that, I think we are in a good place.

10 MR. MALCOLM: Board Member Eynon.

11 MS. EYNON: I would also voice the
12 other comments that just preceded you
13 turning to me so I'm really comfortable with
14 the work we have done and the information
15 that we have.

16 MR. MALCOLM: Board Member Ham.

17 MR. HAM: I agree with everybody, what
18 they are saying. I think the Board did a
19 tremendous job in not letting this one get
20 away so we could be involved in it as a
21 Board. The Chair and the CEO have done a
22 great job in communicating with the client
23 and bringing the client back to the table so
24 we could talk and I agree moving ahead the
25 Board did the best job they could in what

1 was put together here and presented and I
2 congratulate everybody on the Board. I
3 think everybody did a great job.

4 MR. MALCOLM: Board Member Reece.

5 MR. REECE: I want to say, you know,
6 being one of the newer Board members, I
7 thought that this and the other things we
8 have been doing --

9 MR. MALCOLM: Can we get an invite to
10 that house of yours?

11 MR. REECE: Yeah -- hello.

12 MR. MALCOLM: An invite to that house?

13 MR. REECE: Totally. We will have a
14 party over here.

15 I just want to say I agree with
16 everything. Everyone has done a great job.
17 I think we all dug deep since the beginning
18 on all of this. Everyone has done a great
19 job pulling this together what I really like
20 congratulations to the overall Board. We
21 worked as a team to look and dig deep and
22 different people had different things
23 throughout and everyone listened and
24 learned. I'm really proud where we are with
25 that.

1 I'm proud, Rose and Jimmy, you guys
2 brought the client back to the table. I
3 think these are the kinds of projects that
4 show we are looking at being serious with
5 what is going on out there.

6 MR. MALCOLM: Board Member Jones.

7 MR. JONES: I have two brief comments
8 and just -- and a third one as well so I
9 really have three comments.

10 MR. MALCOLM: You know, I have a mute
11 button over here.

12 MR. JONES: Hey, Joe, on page 52, there
13 is a blank there left for a number and it's
14 the full-time equivalent employees. This
15 may be a draft but the number 330 should go
16 in there, page 52, down at the bottom.

17 MR. SCOTT: Give me a second. I think
18 it's actually -- it's actually the nursing
19 number and we are working to get that
20 number.

21 MR. JONES: Thank you. That was my
22 second comment, differentiation between the
23 nursing and professional staff, doctors,
24 nurses, RNs, BNs, whatever, versus the
25 service staff. I think that needs -- that's

1 where that would go.

2 MR. SCOTT: Exactly. It says
3 registered nurses, licensed practical nurses
4 and certified nursing assistants.

5 MS. WOODWORTH: The 330 is in the
6 Project Agreement, Uniform Agency Project
7 Agreement.

8 MR. JONES: The second item, Joe, on
9 page 78, the resolution that we will be
10 voting on shortly, the items that you read
11 out, Section F2, A, B and C, should there be
12 numbers in there? It just says level of
13 employees at the project facility. Should
14 there be a number in there reflecting the
15 detailed legal document but the resolution
16 carry those numbers forward?

17 MR. MALCOLM: I think you will get it
18 in the final document, Rick.

19 MR. JONES: Then one final comment
20 which is I think notable, Rose, thank you
21 for the work you did on coming up with the
22 numbers, the total of \$3.7 million
23 additional coming to the taxing
24 municipalities and school district so the
25 total amount of the inducement was lowered

1 by 3.7, that was switched to the
2 municipalities so that's, of course, you can
3 always make it as Mr. Donaldson, the Chair
4 said, maybe we can get a better deal. I
5 think the move an inducement of 10 million
6 lowered to 6.6 and to get I think the school
7 district 3.7 is really terrific. Thank you,
8 Rose.

9 MR. MALCOLM: On my end as Chair, let
10 me first note the hard work Joe Eriole also
11 put in, our Board counsel. He wasn't able
12 to be on this meeting but, actually, once
13 the client was thinking about walking away,
14 Joe put a lot of time and effort to get him
15 back to the table so I don't want to lose
16 sight of that. I will say this: Counsel,
17 both counsel, tremendous dialogue on a topic
18 that was a hot button issue in that greater
19 Kingston area and the County based on a lot
20 of things. I wouldn't disagree in principal
21 with chairman Donaldson but I will say this,
22 a productive pilot, a successful pilot, is
23 your best advertisement. These people came
24 back to the table, paid a little bit more
25 than they wanted to; nobody wants to pay

1 more. We made the terms attractive and that
2 news spreads. People want to know they can
3 go somewhere and do business with
4 professionals and their needs are going to
5 be addressed and met.

6 So I'm very, very proud to be a working
7 part and especially the Chair of this Board.

8 And that being said, counsel, should we
9 move to a roll call, vote on the resolution?

10 MR. SCOTT: Yes.

11 Just to quickly summarize, the ballots
12 of the resolution, Sections 2, 3, 4, approve
13 the terms of the transaction and authorize
14 you as Chair and Vice Chair in your absence
15 to sign the documents.

16 With that, I will send it back to you,
17 Chair, for a motion and a second.

18 MR. MALCOLM: Rose? Can I get a motion
19 -- can I get a motion from any Board member
20 to move the vote?

21 MR. JONES: I will make a motion to
22 move the vote.

23 MR. MALCOLM: Thank you, Rick.

24 Can I get a second?

25 MS. STORMS: I will second.

1 MR. MALCOLM: Thank you, Faye.
2 Anyone else on the question?
3 All those in favor of moving the vote,
4 please signify by saying aye.
5 (All members responded affirmatively.)
6 MR. MALCOLM: Any opposed?
7 (No opposition.)
8 MR. MALCOLM: Roll call vote, Rose.
9 MS. WOODWORTH: James Malcolm.
10 MR. MALCOLM: Yes.
11 MS. WOODWORTH: Faye Storms.
12 MS. STORMS: Yes.
13 MS. WOODWORTH: Diane Eynon.
14 MS. EYNON: Yes.
15 MS. WOODWORTH: Michael J. Ham.
16 MR. HAM: Yes.
17 MS. WOODWORTH: Orlando Reece.
18 MR. REECE: Yes.
19 MS. WOODWORTH: Daniel Savona.
20 MR. SAVONA: Yes.
21 MS. WOODWORTH: And Richard Jones.
22 MR. JONES: Yes.
23 MR. MALCOLM: The resolution was
24 declared and adopted.
25 Is there any other business to take

1 care of under this special meeting?

2 Again, I want to thank everybody for
3 giving of yourselves.

4 MS. WOODWORTH: Jimmy --

5 MR. REECE: Jimmy, I think Brian --

6 MR. CAHILL: Okay if I say something
7 here for a minute?

8 MR. MALCOLM: Oh, Absolutely.

9 MR. CAHILL: I just wanted to chime in.
10 I have been trying to call in or listen in
11 to your meetings, the last few, in
12 preparation for the big Kingstonian meeting
13 that's going to be coming up.

14 MR. MALCOLM: What Kingstonian? What
15 is this Kingstonian?

16 MR. CAHILL: Anyway, you know, just to
17 prepare to see how you guys conduct
18 yourselves and to see the work that you are
19 doing. And I have spoken to many of you
20 individually; you have come to the
21 legislative meetings. I just want to tell
22 you how very happy I am to see the work that
23 you folks are doing. This is a perfect
24 example of what we were looking for with the
25 reformation of the Board.

1 The County gained. The person taking
2 over Golden Hill had to sacrifice a little
3 bit; overall, they will gain. And as Jim
4 mentioned, other people have mentioned, it
5 sends the correct message to the community.
6 We are going to have other opportunities
7 coming down the road where you folks are
8 going to be involved and, you know, we are
9 going to be relying on you to do exactly
10 what you did here. Right? If somebody
11 walks away, get them back there, work on the
12 terms, get it to work and, hopefully, we can
13 all come away with this with nothing but
14 positives as we go forward.

15 And, again, I just want to thank you.
16 Very, very happy to see the way things are
17 going. You guys are doing a great job.

18 MR. MALCOLM: I don't want any of that
19 favorite Brian Cahill arm twisting though;
20 I'm teasing.

21 The Legislature has been great it's
22 been our best working partner. We had a
23 couple of things we discussed the other day
24 we reach out and whether it's calling
25 economic development or Rose's all over it

1 maybe looking for an intern somewhere to
2 help us out. We are in good shape but we
3 don't rest on that we are going to keep
4 moving forward again thank you very much on
5 behalf of the of the Board.

6 MR. CAHILL: I'm on the UCEDA Board.
7 They will be reaching out with you guys.
8 They have a lot of activity. I think it's
9 really, really important that everybody is
10 going in the same direction. What you folks
11 are doing now is just part of that puzzle.
12 Again, thanks. I'll let you go now.

13 MR. MALCOLM: Unless there is anything
14 else, I will entertain a motion to adjourn.

15 MS. STORMS: I will second that.

16 MR. MALCOLM: You have to make the
17 motion.

18 MS. STORMS: I will make the motion.

19 MR. MALCOLM: Do I have a second?

20 MR. REECE: I second.

21 MR. MALCOLM: Nothing further.

22 All those in favor?

23 (All answered in the affirmative.)

24 MR. MALCOLM: Opposed?

25 (No opposition.)

1 MR. MALCOLM: Carried.

2 Rose, I can probably get up there some
3 time tomorrow, if you want me to sign
4 documents.

5 MS. WOODWORTH: Is that okay, Joe?
6 Will we have the final information?

7 MR. SCOTT: Joe E. has been the direct
8 connection with Project Advocate. Let me
9 circle with him and I'll be back to you
10 tomorrow morning.

11 MR. MALCOLM: Whatever it is, it is.
12 It would behoove the applicant to expedite
13 it.

14 MS. STORMS: I will be in Kingston in
15 the morning.

16 MR. MALCOLM: If you are up there, by
17 all means. Give Faye a call and if she is
18 up there, she can sign off; that's fine with
19 me. Saves me a trip up.

20 Thank you very much. Enjoy the rest of
21 your evening.

22 * * *

23 (The proceedings concluded at 8:25 p.m.)

24 * * *

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SHORTHAND REPORTER CERTIFICATION

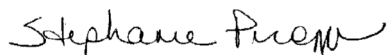
I, the undersigned, a certified shorthand reporter of the State of New York, do hereby certify:

That the proceedings within were taken before me at the time and place herein set forth; that any witnesses in the foregoing proceedings, prior to testifying, were duly sworn; that a record of the proceedings was made by me using machine shorthand, which was thereafter transcribed under my direction; that the foregoing transcript is a true record of the testimony given.

Further, that if the foregoing pertains to the original transcript of a deposition in a federal case, before completion of the proceedings, review of the transcript [] was [] was not requested.

I further certify I am neither financially interested in the action nor a relative or employee of any attorney or party to this action.

Dated: September 11, 2020



STEPHANIE PICOZZI, CRR, RPR

Notary Public, State of New York
Qualified in Saratoga County
Commission Expires: January 27, 2023

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