

**Minutes of the  
Clinton County Capital Resource Corporation  
Finance Committee Meeting  
Monday, November 9, 2015**

The meeting was called to order by K. Murray, Chairperson, at 12:58 p.m., at the offices of the Capital Resource Corporation, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

**Members Present:** Kim Murray, Chairperson  
K. Defayette, Vice Chairperson  
Trent Trahan, Member

**Members Excused:** None

**Others Present:** Mike Logan, Esq., Agency Counsel  
Dave Hoover, CCIDA Member  
Mike Zurlo, CCIDA Member  
Kim Murray, CCIDA Member  
Mark Leta, CCIDA Member  
Roseanne Murphy, Executive Director  
Barbara Shute, Recording Secretary

**New Business:**

1. Review Hudson Headwater's Healthcare Network Project

R. Murphy stated that the CRC was contacted this week by Hudson Headwater's attorneys who expressed the company's desire to close on the project in early December. For the CRC to accommodate this request, the Finance Committee must review the project and ensure that it will not negatively impact the finances of the CCCRC and make the appropriate recommendation to the CCCRC.

R. Murphy briefly reviewed the following project summary which the members had received prior to the meeting.

The proposed project consists of the following:

- A.
  1. The acquisition of an approximate 5.80 acre parcel of land located on Route 11 (currently tax map # 33.-1-28) in the Town of Champlain, Clinton County, New York,
  2. The construction of a building to contain approximately 25,916 square feet; and

3. The acquisition and installation of certain machinery and equipment to be owned and operated by Hudson Headwaters as a medical facility and other directly and indirectly related activities;

B. The financing of all or a portion of the costs by the issuance of revenue bonds in a principal amount sufficient to pay the cost of undertaking the Project, estimated not to exceed \$10,000,000. The CCCRC application estimated the bond to be \$6,000,000. The total project cost was listed as \$9,434,666;

C. Paying a portion of the costs incidental to the issuance of the bonds and any reserve funds as may be necessary; and

D. The making of a loan of the bond proceeds to Hudson Headwaters or such other designees and agreed upon by the CCCRC.

Obligations: Since this bond obligation, on CCCRC's part, is simply a pass-through, there will be no fiscal or tax obligations imposed on either CCCRC nor Clinton County nor Clinton County Tax Payers.

Eligibility: Because the Institution is located within the County, the Institution is eligible for assistance from the Issuer.

Economic Development Impact:

The project will have the following jobs impact:

Construction:

Under \$40,000 wage & benefits:	9
Over \$40,000 wage & benefits:	81
Annual wages & benefits at Yr. 5:	\$4, 957, 0666
Additional NYS Income Tax at Yr. 5:	\$191,054
Permanent Employment- Existing:	
Under \$40,000 wage & benefits:	16.62
Over \$40,000 wage & benefits:	12.42
Permanent Employment- New:	
Under \$40,000 wage & benefits:	35.24
Over \$40,000 wage & benefits:	24.35

The project will have the following operating impact:

Additional purchases after Yr. 1:	\$320,000
Estimated additional sales:	\$2,785,000

The members briefly discussed the project summary.

Action Item:

1. Approve resolution to recommend Board approval of bond financing.

The following resolution was offered by K. Defayette, seconded by T. Trahan, to wit:

Resolution No. 11-15-03

RESOLUTION RECOMMENDING THAT THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION CONSIDER ADOPTING A BOND RESOLUTION TO AUTHORIZE (A) THE ISSUANCE BY CLINTON COUNTY CAPITAL RESOURCE CORPORATION OF ITS REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT PRESENTLY ESTIMATED NOT TO EXCEED \$10,000,000 FOR THE BENEFIT OF HUDSON HEADWATERS HEALTH NETWORK AND (B) THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to a requirement under Chapter 506 of the 2009 Laws of the State of New York (the "Public Authorities Reform Act") the Committee was formed to review proposals for the issuance of debt by the Issuer and its subsidiaries and to make recommendations on such issuances; and

WHEREAS, Hudson Headwaters Health Network, a New York not-for-profit corporation (the "Borrower") has submitted an application (the "Application") to the Issuer, a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Borrower, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximate 5.80 acre parcel of land located on Route 11 (currently tax map # 33.-1-28) in the Town of Champlain, Clinton County, New York (the "Land"), (2) the construction on the Land of a building to contain approximately 25,916 square feet (the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Borrower as a medical facility and other directly and indirectly related activities; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to be an amount not to exceed \$10,000,000 (the "Obligations"); (C) paying of all or a portion of the costs incidental to the

issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and  
(D) the making of a loan (the "Loan") of the proceeds of the Obligations to the Borrower or such other person as may be designated by the Borrower and agreed upon by the Issuer; and

WHEREAS, Issuer staff and Bond Counsel have provided information, including a commitment letter, to the Committee respecting the Project and the Obligations and the expected structuring of the documents related thereto; and

WHEREAS, the members of the Committee have reviewed such further information and have discussed same with Issuer staff and Bond Counsel;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COMMITTEE AS FOLLOWS:

Section 1. The Committee hereby finds and determines that neither the members, directors or officers of the Issuer, nor any person executing the Obligations, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Obligations and the interest thereon are not and shall never be a debt of the Issuer, the State of New York, or Clinton County, New York or any political subdivision thereof, and neither the State of New York, or Clinton County, New York nor any political subdivision thereof shall be liable thereon.

Section 2. Based on the foregoing, the members of the Committee would like to recommend that the Board of Directors of the Issuer consider adopting a bond resolution that would authorize the issuance of the Obligations.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Trent Trahan	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

There being no further matters to discuss, the meeting adjourned at 1:03 p.m.

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Kim Murray, Chairperson