

**Minutes of the Meeting of the
Clinton County Capital Resource Corporation
Monday, July 11, 2016**

The meeting was called to order by T. Trahan, Chairperson, at 12:41 p.m., at the offices of the Clinton County Capital Resource Corporation, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present: Trent Trahan, Member
David Hoover, Vice Chairperson
Michael Zurlo, Secretary
Kim Murray, Assistant Secretary
Keith Defayette, Treasurer and CFO
Mark Leta, Member
John VanNatten, Member

Members Excused: None

Others Present: Paul Grasso, Interim Executive Director
George Cregg, Esq., Agency Counsel
Barbara Shute, Recording Secretary
Victoria Duley, The Development Corporation
Christine Jabaut, The Development Corporation
Marc Stanislas – University of Vermont Health Network
Francis Taylor – Ponder & Co., Financial Advisor for
University of Vermont Health Network
Joyce Rafferty, CFO, University of Vermont Health
Network
Susanna Piller, Legal Counsel, University of Vermont
Health Network
Chris Rosenquest, Clinton County Legislator
Simon Conroy, Candidate for Clinton County Legislator

T. Trahan ascertained that there was a *quorum* present.

T. Trahan waived the reading of the notice of the meeting published in the *Press-Republican* on December 11, 2015.

Presentation: University of Vermont Health Network-CVPH Request for Refinancing

M. Stanislas made a presentation to the members.

The University of Vermont Health Network-CVPH is structuring a refinancing of the four existing Series of public/private tax exempt debt that CVPH has outstanding with the CCIDA totaling approximately \$37 million.

The Networks goal is to develop a single health network approach to debt and capital management and create a parity security structure for all bond/debt holders under the Obligated Group Master Trust Indenture. Ultimately all debt will be restructured to the Vermont side of the lake.

The company is also requesting an exception to the normal policy to use Agency Counsel Hodgson Russ as Bond Counsel and Issuer Counsel for its tax exempt bond issues. The company wants to use Norton Rose Fulbright for the proposed tax-exempt refinancing. Norton Rose Fulbright attorneys have been the Networks bond counsel on all of its Vermont tax-exempt issues and the Network plans to use Norton Rose Fulbright as bond counsel for all future tax-exempt bond issues for NYS hospital affiliates borrowing through other NYS IDA's or through DASNY.

As the Issuer Counsel, Hodgson Russ will ensure that safeguards are in place to protect the CCCRC.

F. Taylor explained that as the first deal in New York the Network is looking at, and this opportunity will be a model for all future deals elsewhere in the state. The Network and Ponder & Company would prefer to work with the Agency if at all possible and not have to use the taxable route to refinance the debt.

M. Zurlo stated that the CRC was created to assist the hospital and the Agency supports the hospital 100%. The biggest concern for the board is protecting the Agency's interest given the request to use a different bond counsel.

J. Rafferty noted that, in her opinion, CVPH has had a long history of support from the IDA and the Hospital would like to continue to work with the Agency and keep the fees local.

With no further questions or comments the representatives left the meeting.

Approval of the Minutes:

T. Trahan waived the reading of the minutes of the April 11, 2016 regular meeting. He asked if there were any questions or discussion regarding the draft minutes, there were none.

On a motion by D. Hoover and seconded by M. Zurlo, it was unanimously carried to approve the minutes of the April 11, 2016 regular meeting, as presented.

Public Comment: None

Report of the Treasurer:

K. Defayette noted that the account balance as of 6/30/16 was \$39,525. There was no income or expenses reported for June.

Reports of the Committees: None

Old Business:

1. University of Vermont Health Network – CVPH

Executive Session:

M. Zurlo suggested that the members go into Executive Session to discuss the CVPH request. At M. Zurlo's request, C. Rosenquest, Clinton County Legislator, attended the Executive Session.

On a motion made by M. Zurlo and seconded by M. Leta, it was unanimously approved to enter Executive Session at 1:45pm.

On a motion by M. Zurlo and seconded by J. VanNatten it was unanimously approved to exit Executive Session at 2:00pm.

The consensus of the members is that they will accept Norton Rose Fulbright as Bond Counsel, subject to review of all documents by Agency Counsel.

P. Grasso will communicate the decision of the board to CVPH as noted. At the next meeting, the members will need to review the Norton Rose Fulbright engagement letter and consider adoption of the bond resolution.

P. Grasso stated for the record that he is a member of the CVPH Board of Directors and was concerned about a potential conflict of interest. G. Cregg referenced a statute that provides for this situation and in his opinion that does not constitute a conflict of interest. G. Cregg instructed anyone who has an affiliation with the hospital to put it in writing for the record. J. VanNatten stated that his wife works for CVPH.

G. Cregg explained that the CRC is not subject to the new laws governing the IDA; however, the board will need to decide if they wish to voluntarily impose the new IDA regulations on all CRC projects.

Executive Director Report: None

There being no further matters for consideration, on a motion by D. Hoover and seconded by K. Murray, the meeting adjourned at 2:07 p.m.



T. Trahan, Chairperson