

Otsego County Health Facilities Corporation

Stuligross, Eastman, Kirkey, Lindberg, Muller, Pollock, Rutigliano
November 12, 2014 at 3:30 p.m.

Present: Katherine Stuligross, Carol Kirkey, Donald Lindberg, Donald Pollock
Absent: Rick Eastman, Kim Muller, Christine Rutigliano
Also Present: Kathleen Clark, Ellen Cocomma

Kurt Apthorpe, Administrator of Focus at Otsego, Jean Pysnik, resident of Focus at Otsego and F.L. Gorman from Harris Beach attended via conference call.

Kurt Apthorpe gave a debriefing report as Administrator of Focus at Otsego, whom have owned the recently sold Otsego Manor facility for almost a month now.

Rick Eastman arrived at 3:45 p.m. during the debriefing report.

Resolution No. 11-01-14

RESOLUTION OF THE OTSEGO COUNTY HEALTH FACILITIES CORPORATION AUTHORIZING THE PAYMENT OF NET PROCEEDS FROM THE DISPOSITION AND TRANSFER OF THE FACILITY TO THE COUNTY OF OTSEGO.

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) of the State (herein, the “Act”), the Corporation was established as a not-for-profit local development corporation of the State pursuant to the filing of a Certificate of Incorporation (the “Certificate”) with the New York Secretary of State on the 7th day of May, 2013; and

WHEREAS, pursuant to Resolution Number 216-20130501 of 2013, adopted May 1, 2013 and as amended and clarified by Resolution No. 179-20140423, adopted April 23, 2014 (herein collectively, the “County Authorizing Resolution”), the County authorized (i) the undertaking of a certain Disposition, as defined within the County Authorizing Resolution and more particularly described herein (collectively, the “Disposition”) of a fee interest to the Corporation of a certain parcel of land (the “Land”), improvements (the “Improvements”), equipment (the “Equipment”) and all other personal property (the “Personal Property”) used or useful in the operation of the Otsego County Nursing Home known as Otsego Manor (“Otsego Manor”) and Otsego Manor Long Term Home Health Care Program (“LTHHCP”) located at 128 Phoenix Mills Cross Road, Cooperstown, New York 13326 (the LTHHCP, collectively with Otsego Manor referred to as the “Facility”, as more particularly defined herein); (ii) the undertaking by the Corporation of the marketing and disposition of all or portions of the Facility to the highest qualified bidder (the “Selected Operator”) in accordance with the provisions set forth within the County Authorizing Resolution (the “Transfer”); and (iii) reservation by the County of a leasehold interest and reservation of rights to continue operating the Facility until the Transfer is undertaken by the Corporation; and

WHEREAS, in furtherance of the foregoing, and in accordance with the County Authorizing Resolution, the Corporation completed the Disposition and Transfer on October 14, 2014 by the conveyance of the Facility pursuant to a Bargain and Sale Deed, Bill of Sale and ancillary conveyance documents to CCRN Operator LLC, a New York limited liability company (the “Operator”), and Phoenix Mills Realty LLC, a New York limited liability company (the “Real Property Purchaser” and collectively with the Operator, the “Purchaser”); and

WHEREAS, the pursuant to the County Authorizing Resolution, Corporation desires to tender the net proceeds from the Disposition and Transfer to the County.

NOW, THEREFORE, BE IT RESOLVED by the Directors of the Otsego County Health Facilities Corporation as follows:

Section 1. The Corporation hereby authorizes the payment of the net proceeds of the Disposition and Transfer to the County in accordance with the County Authorizing Resolution.

Section 2. This resolution shall take effect immediately.

Lindberg moved approval of Res. 11-01-14. Seconded, Eastman. Total: 7; Ayes: 5; Absent: 2- Muller, Rutigliano. Adopted.

Resolution No. 11-02-14

RESOLUTION OF THE OTSEGO COUNTY HEALTH FACILITIES CORPORATION AUTHORIZING THE DISSOLUTION OF THE CORPORATION.

WHEREAS, pursuant to Section 1411 of the Not-for-Profit Corporation Law (“N-PCL”) of the State (herein, the “Act”), the Corporation was established as a not-for-profit local development corporation of the State pursuant to the filing of a Certificate of Incorporation (the “Certificate”) with the New York Secretary of State on the 7th day of May, 2013; and

WHEREAS, pursuant to Resolution Number 216-20130501 of 2013, adopted May 1, 2013 and as amended and clarified by Resolution No. 179-20140423, adopted April 23, 2014 (herein collectively, the “County Authorizing Resolution”), the County authorized (i) the undertaking of a certain Disposition, as defined within the County Authorizing Resolution and more particularly described herein (collectively, the “Disposition”) of a fee interest to the Corporation of a certain parcel of land (the “Land”), improvements (the “Improvements”), equipment (the “Equipment”) and all other personal property (the “Personal Property”) used or useful in the operation of the Otsego County Nursing Home known as Otsego Manor (“Otsego Manor”) and Otsego Manor Long Term Home Health Care Program (“LTHHCP”) located at 128 Phoenix Mills Cross Road, Cooperstown, New York 13326 (the LTHHCP, collectively with Otsego Manor

referred to as the “Facility”, as more particularly defined herein); (ii) the undertaking by the Corporation of the marketing and disposition of all or portions of the Facility to the highest qualified bidder (the “Selected Operator”) in accordance with the provisions set forth within the County Authorizing Resolution (the “Transfer”); and (iii) reservation by the County of a leasehold interest and reservation of rights to continue operating the Facility until the Transfer is undertaken by the Corporation; and

WHEREAS, in furtherance of the foregoing, and in accordance with the County Authorizing Resolution, the Corporation completed the Disposition and Transfer on October 14, 2014 by the conveyance of the Facility pursuant to a Bargain and Sale Deed, Bill of Sale and ancillary conveyance documents to CCRN Operator LLC, a New York limited liability company (the “Operator”) and Phoenix Mills Realty LLC, a New York limited liability company (the “Real Property Purchaser” and collectively with the Operator, the “Purchaser”); and

WHEREAS, the Corporation has successfully fulfilled its charge under the County Authorizing Resolution it desires to wind down its affairs and effectuate a dissolution of the Corporation pursuant to the Plan of Dissolution attached as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Directors of the Otsego County Health Facilities Corporation as follows:

Section 1. The Corporation hereby adopts the Plan of Dissolution of the Corporation attached hereto as Exhibit A.

Section 3. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such documents, petitions and certificates and to do all such further acts and things as may be necessary or required, or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the Corporation’s organization documents, the County Authorizing Resolution and laws of the State of New York in the effectuating the dissolution of the Corporation.

Section 4. This resolution shall take effect immediately.

EXHIBIT A

PLAN OF DISSOLUTION

OF

OTSEGO COUNTY HEALTH FACILITIES CORPORATION

A Not-For-Profit Local Development Corporation
under Section 1411 of the Not-For-Profit
Corporation Law of the State of New York

The Board of Directors of Otsego County Health Facilities Corporation (the “Corporation”), a Type C Corporation as defined in Section 201 of the Not-For-Profit Corporation Law of the State of New York, at a special meeting duly convened on the 12th day of November, 2014 pursuant to notice given in accordance with law, a quorum being present at all times, having considered the advisability of voluntarily dissolving the Corporation, it being the majority opinion of the Board that dissolution is advisable and it is in the best interests of the Corporation to effect such a dissolution, and the Board having adopted, by a majority vote, a Plan for a voluntary dissolution of the Corporation does hereby recommend to the member for authorization that the Corporation be dissolved in accordance with the following Plan:

FIRST: Upon resolution of the Board of Directors adopting a Plan of Dissolution, the board shall submit the plan to a vote of the member for approval.

SECOND No approval of the dissolution of the Corporation is required by any government agency or officer.

THIRD: The Corporation has no liabilities or has fully provided for payment of its liabilities.

FOURTH: The Corporation has no assets to distribute.

FIFTH: Within ten (10) days after the authorization of the Plan of Dissolution by a vote of its member, a certified copy of the Plan shall be filed with the Attorney General of the State of New York pursuant to N-PCL §1002(d).

SIXTH: If the Corporation has assets, within two hundred seventy days of filing of the Plan with the Attorney General, the Corporation shall carry out the Plan and pay its liabilities (if any).

SEVENTH: A Certificate of Dissolution shall be executed and all approvals required under Section 1003 of the Not-for-Profit Corporation Law shall be attached thereto.

Lindberg moved approval of Res. 11-02-14. Seconded, Eastman. Total: 7; Ayes: 5; Absent: 2- Muller, Rutigliano. Adopted.

There being no further business to discuss, the board sine die.