

# Warren County Board of Supervisors

## RESOLUTION NO. 638 OF 2014

Resolution introduced by Supervisors Sokol, Conover, Frasier, Taylor and McDevitt

**RESOLUTION APPROVING AND AUTHORIZING CONTRACTS FOR THE SALE OF THE WESTMOUNT HEALTH FACILITY INCLUDING CERTAIN LANDS ASSOCIATED WITH THE WESTMOUNT HEALTH FACILITY, AND IN ANTICIPATION OF THE CONVEYANCE DECLARING AS MAY BE NECESSARY THE WESTMOUNT HEALTH FACILITY AND CERTAIN LANDS ASSOCIATED WITH THE WESTMOUNT HEALTH FACILITY NO LONGER NECESSARY FOR PUBLIC USE, AND AUTHORIZING THE TRANSFER OF THE WESTMOUNT HEALTH FACILITY AND CERTAIN LANDS ASSOCIATED WITH THE WESTMOUNT HEALTH FACILITY SUBJECT TO THE ADOPTION OF A LOCAL LAW SUPERCEDING COUNTY LAW SECTION 215 AND SATISFACTION OF THE CONDITIONS OF SALE DEFINED IN THE CONTRACT DOCUMENTS, CONDUCTING REVIEW UNDER THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”) AND ISSUING DETERMINATION OF NON-SIGNIFICANCE**

WHEREAS, Resolution No. 680 of 2012 authorized the issuance of a Request for Proposals (“RFP”) for the sale of the Westmount Skilled Nursing Facility (“Westmount”), and

WHEREAS, in response to the RFP, the County received proposals from four (4) separate entities including a proposal from Centers for Specialty Care Group (“Centers”), and

WHEREAS, three (3) of the proposers including Centers made presentations to the Health Services Committee concerning their respective proposals, and, thereafter, the County’s negotiating team separately met and had discussions with the three (3) proposers including Centers and ultimately developed “essential terms of sale” to transfer Westmount to Centers, and

WHEREAS, Resolution No. 222 of 2014 authorized the County’s negotiating team, with the assistance of special counsel retained for such purposes, to proceed with negotiations for the transfer of Westmount to Centers under the framework contained in the essential terms of sale, and to negotiate and prepare draft contract documents for presentation and review by the Health Services Committee, and

WHEREAS, with the assistance of special counsel, the County’s negotiating team has completed negotiations with Centers for the sale of Westmount, and contract documents, including an Asset Purchase Agreement, a Land Sale Contract and an Escrow Agreement (“contract documents”) which include the

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essential terms of sale have been developed, presented to and reviewed by the Health Services Committee, and

WHEREAS, the conveyance to Centers will include 8.18± acres associated with Westmount generally described as the land upon which Westmount is situated, driveways, parking lots, lawn areas, and a wooded area located to the immediate east of Westmount (“associated lands”), and

WHEREAS, the contract documents reflect the total agreed upon purchase price of Two Million Three Hundred Thousand Dollars (\$2,300,000) with such amount allocated between the Asset Purchase Agreement and Land Sale Contract, and

WHEREAS, the contract documents reflect that the transfer includes certain tangible assets or personal property associated with Westmount including, by way of illustration only, furniture, fixtures and equipment, two (2) motor vehicles - a 2006 Ford Passenger Van and a 2012 Ford Pick-Up truck (“transfer tangible assets”); the lease for the Co-Generation facility, subject to the consent of Siemens Corporation, and addresses the obligation to make the Co-Generation lease payments and any other expenses in connection with the operation of the Co-Generation facility on or after the date of closing, and

WHEREAS, the contracts documents reflect that certain assets and personal property are excluded from the transfer, including, by way of illustration only, all cash on-hand or in banks, accounts and loans receivable regardless of when billed relating to services rendered by Westmount prior to the closing date and the contract documents expressly exclude from the transfer and reserve to the County all claims, causes of action, defenses and offsets of whatever type or nature against Siemens, any and all claims, causes of action, defenses and offset of whatever type or nature in connection with the Co-Generation facility and its operations related to Westmount prior to the date of the closing, and

WHEREAS, in order to complete the transfer, Centers has caused to be formed and incorporated, Warren Operations Associates, LLC, the buyer identified in the Asset Purchase Agreement, and Warren

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Land Associates, LLC, the buyer identified in the Land Sale Contract, and

WHEREAS, the contract documents contain certain conditions precedent to closing including, by way of illustration, the adoption by the County of a Local Law superceding County Law Section 215 and authorizing the sale of Westmount and associated real property, and Warren Operations Associates, LLC obtaining a Certificate of Need for the continued operation of Westmount from the New York State Department of Health, and

WHEREAS, the Health Services Committee has recommended approval of the contract documents subject to the conditions described in the preambles of this resolution and as otherwise detailed in the contract documents, and

WHEREAS, the sale of Westmount and the associated lands is an unlisted action under SEQRA , and

WHEREAS, a Short Environmental Assessment form has been prepared and presented to the Board of Supervisors, the Board of Supervisors has reviewed the information and responses set forth therein and has approved the same, now, therefore, be it

RESOLVED, as the County no longer intends to own or operate Westmount, and in anticipation of the transfer of Westmount and associated lands as described in the preambles of this resolution, and upon the conditions herein and as otherwise detailed in the contract documents, to the extent such determination may be necessary, it is hereby determined that Westmount and the associated lands are no longer necessary for public use and the transfer tangible assets as described in the preambles of this resolution and as otherwise detailed in the contract documents are declared surplus property of the County to be included in the transfer of Westmount and associated lands, and be it further

RESOLVED, that the Board of Supervisors hereby approves the contract documents, and be it further

RESOLVED, that the Board of Supervisors hereby approves and authorizes the transfer of

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Westmount, the associated lands and the transfer tangible assets described in the preambles of this resolution and as detailed in the contract documents for the total purchase price of Two Million Three Hundred Thousand Dollars (\$2,300,000), subject to all conditions of sale described in the preambles of this resolution and contained in the contract documents, and be it further

RESOLVED, that special counsel for the County and the County Attorney, upon approval of the Chairman of the Board of Supervisors, Chairman of the Health Services Committee and County Administrator are authorized to make minor modifications to the contract documents to further the purposes of this resolution but such authority shall not include modifications to the essential terms of sale as contained in the contract documents without further resolution of the Board of Supervisors, and be it further

RESOLVED, that the Chairman of the Board of Supervisors is hereby authorized to execute the contract documents in a form approved by the County Attorney, and be it further

RESOLVED, subject to satisfaction of all conditions of sale as described in the preambles of this resolution and as detailed in the contract documents, the Chairman of the Board of Supervisors is hereby authorized to execute any and all documents necessary to complete the transfer of Westmount and the associated lands as authorized herein in a form approved by the County Attorney, and be it further

RESOLVED, that the Chairman of the Board of Supervisors be, and hereby is, authorized and directed to execute the Short Environmental Assessment form indicating that the sale of Westmount and associated lands will not result in any significant environmental impacts, and be it further

RESOLVED, that the Board of Supervisors hereby authorizes the issuance and filing of a determination of non-significance in accordance with the requirements of SEQRA, and be it further

RESOLVED, that the Chairman of the Board of Supervisors, County Administrator, County Attorney and special counsel for the County are hereby authorized to take any and all necessary actions to carry out the terms of this resolution.

## Short Environmental Assessment Form

### Part 1 - Project Information

#### Instructions for Completing

**Part 1 - Project Information.** The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

<b>Part 1 - Project and Sponsor Information</b>			
Warren County			
Name of Action or Project: Sale of Westmount Skilled Nursing Facility and 8.18+/- acres of land subject to adoption of Local Law			
Project Location (describe, and attach a location map): 42 Gurney Lane, Queensbury, New York 12804			
Brief Description of Proposed Action: Approval of contracts to convey Westmount Skilled Nursing Facility and associated 8.18+/- acres of land through private sale. The action is subject to the adoption by Warren County of a Local Law superceding the provisions of County Law Section 215. Purchaser must obtain a Certificate of Need from New York State Department of Health. The conveyance may require subdivision approval by the Town of Queensbury.			
Name of Applicant or Sponsor: Warren County Board of Supervisors		Telephone: 518-824/8842 E-Mail: jtennyson@warrencountydpw.com	
Address: 4028 Main Street			
City/PO: Warrensburg		State: New York	Zip Code: 12885
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? <i>See attached.</i> If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.			NO <input type="checkbox"/>
			YES <input checked="" type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other governmental Agency? If Yes, list agency(s) name and permit or approval: Town of Queensbury subdivision approval may be required. Certificate of Need from New York State Department of Health must be obtained.			NO <input type="checkbox"/>
			YES <input checked="" type="checkbox"/>
3.a. Total acreage of the site of the proposed action?		_____ 8.18+/- acres	
b. Total acreage to be physically disturbed?		_____ 0 acres	
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?		_____ 31+/- acres	
4. Check all land uses that occur on, adjoining and near the proposed action.			
<input type="checkbox"/> Urban <input checked="" type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input checked="" type="checkbox"/> Residential (suburban) <input checked="" type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other (specify): _____ <input checked="" type="checkbox"/> Parkland			

WARREN COUNTY

SEQRA SHORT ENVIRONMENTAL ASSESSMENT FORM ATTACHMENT

The sale or transfer of the Westmount Skilled Nursing Home and associated 8.18+/- acres of land is subject to the adoption by Warren County of a Local Law superceding the provisions of County Law §215. Such action is expected to occur in the winter of 2015. No environmental resources will be affected in the Town of Queensbury or Warren County as a result of such action.



<p>18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)?                  If Yes, explain purpose and size: _____                  _____</p>	<p>NO</p> <p><input checked="" type="checkbox"/></p>	<p>YES</p> <p><input type="checkbox"/></p>
<p>19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?                  If Yes, describe: _____                  _____</p>	<p>NO</p> <p><input checked="" type="checkbox"/></p>	<p>YES</p> <p><input type="checkbox"/></p>
<p>20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?                  If Yes, describe: _____                  _____</p>	<p>NO</p> <p><input type="checkbox"/></p>	<p>YES</p> <p><input checked="" type="checkbox"/></p>
<p>I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE</p>		
<p>Applicant/sponsor name: <u>Warren County</u></p>		<p>Date: <u>December 19, 2014</u></p>
<p>Signature: <u><i>Jeffery E. Tennyson</i></u> Jeffery E. Tennyson, Superintendent, DPW</p>		

Agency Use Only [If applicable]

Project:

Date:

**Short Environmental Assessment Form**  
**Part 2 - Impact Assessment**

**Part 2 is to be completed by the Lead Agency.**

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Will the proposed action result in a change in the use or intensity of use of land?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Will the proposed action impair the character or quality of the existing community?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Will the proposed action impact existing:		
a. public / private water supplies?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. public / private wastewater treatment utilities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Will the proposed action create a hazard to environmental resources or human health?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Agency Use Only [If applicable]

Project:	
Date:	

**Short Environmental Assessment Form**  
**Part 3 Determination of Significance**

For every question in Part 2 that was answered “moderate to large impact may occur”, or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

Determination of non-significance.

The Warren County Board of Supervisors reviewed the Short Environmental Assessment Form. The Board of Supervisors analyzed the relevant areas of environmental concern and did not identify any significant environmental impacts presented by the approval of the sale contracts and the conveyance of the Westmount Skilled Nursing Facility and associated 8.18+/- acres of land to a private entity. The action is a conveyance of an existing on-going Nursing Facility to a private entity. Therefore, no short-term, long-term or cumulative impacts are identified. The conveyance is subject to the adoption of a Local Law by Warren County superceding the provisions of County Law Section 215. The conveyance may require subdivision approval from the Town of Queensbury and if such action is required the Town of Queensbury will conduct a separate SEQRA review if applicable. The purchaser must obtain a Certificate of Need from the New York State Department of Health in accordance with New York State Department of Health procedures.

<input type="checkbox"/>	Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.
<input checked="" type="checkbox"/>	Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.
Warren County Board of Supervisors	December 19, 2014
Name of Lead Agency	Date
Kevin B. Geraghty	Chairman, Board of Supervisors
Print or Type Name of Responsible Officer in Lead Agency	Title of Responsible Officer
Signature of Responsible Officer in Lead Agency	Signature of Preparer (if different from Responsible Officer)

**PRINT FORM**