

**MINUTES**

**Special Town Council Meeting, Town of Massena**

**Date/Time:** Monday, August 26, 2019, 5:00 PM

**Location:** Massena Town Hall

**ATTENDANCE:**

<b>MEMBER</b>	<b>PRESENT</b>	<b>ABSENT</b>
Supervisor Steve O'Shaughnessy	<b>X</b>	
Councilman Albert Nicola	<b>X</b>	
Councilman Thomas Miller	<b>X</b>	
Councilman Samuel Carbone, Jr.	<b>X</b>	
Councilwoman Melanie Cunningham	<b>X</b>	

**ALSO PRESENT:**

Eric Gustafson, Town Attorney; Jeannine Brouse, Deputy Town Clerk. Sign-in sheet attached.

The Supervisor opened the meeting with the **Pledge of Allegiance**.

The Supervisor continued the meeting with a **15-Minute Public Comment Period**.

**Presentations and Discussions**

None

**Resolutions:**

<b>Resolution #</b>	<b>131</b>	<b>- 2019</b>
<b>TOWN OF MASSENA</b>		
<b>RESOLUTION TO SELL CERTAIN PARCELS OF TOWN LAND</b>		
<b>SUBJECT TO MANDATORY REFERENDUM</b>		
<p>At a meeting of the Town Board of the Town of Massena, held at the Town Hall in said Town, County of St. Lawrence and State of New York, on the 26<sup>th</sup> day of August, 2019, at 5:00pm, there were:</p>		
Present:	<u>5</u>	
Absent:	<u>0</u>	
<p><u>Supervisor O'Shaughnessy</u> offered the following resolution and moved its adoption: Resolution # <u>131-2019</u></p>		
<p>WHEREAS, the Town of Massena (the "Town") owns Massena Memorial Hospital, an acute care community hospital providing medical, surgical, obstetric, pediatric and emergency services, at 1 Hospital Drive, Massena, N.Y. ("Massena Hospital,"); and</p>		
<p>WHEREAS, the Town adopted a Resolution on July 30th, 2019 (the "Resolution"), authorizing the Town and Massena Hospital to enter into and close the transactions contemplated by an Asset Purchase Agreement by and among St. Lawrence Health System, the Town and Massena Hospital (the "Asset Purchase Agreement"); and</p>		
<p>WHEREAS, pursuant to the Asset Purchase Agreement, St. Lawrence Health System, Inc. ("St. Lawrence") will purchase assets identified therein related to the operation of Massena Hospital, including all parcels of real property currently titled to the Town and/or Massena Hospital used in the conduct of the business of Massena Hospital, subject to, in part, the Town and Massena Hospital obtaining all required approvals; and</p>		
<p>WHEREAS, the Town and Massena Hospital have acquired by deeds recorded in the Office of the St. Lawrence County Clerk, copies of which are on file for public inspection at the Office of the Town Clerk of the Town, certain parcels of real property and the Town has previously accepted said land, described in more detail on the attached Exhibit A (collectively, the "Land"); and</p>		
<p>WHEREAS, the Land is the location of the principle and accessory facilities or operations of Massena Hospital and a portion of the assets subject to the Asset Purchase Agreement; and</p>		
<p>WHEREAS, the Town has determined that, as a result of the Asset Purchase Agreement, the Land is surplus land not required for any public purpose; and</p>		
<p>WHEREAS, the Town determined and acknowledged in the Resolution that, in the face of financial challenges arising from its aging infrastructure and legacy liabilities, the purchase price offered by St. Lawrence Health System in the Asset Purchase Agreement is good, valuable and fair consideration for the assets to be sold, which includes the Land;</p>		
<p><b>NOW THEREFORE, BE IT</b></p>		
<p><b>RESOLVED AND DETERMINED</b>, pursuant to the provisions of the Town Law Sections 64(2), 91 and 94, and subject to a mandatory referendum, that the Town finds the Land to be surplus</p>		

property upon completion of the terms of the Asset Purchase Agreement and will sell the Land to St. Lawrence Health System or an entity controlled thereby pursuant to the terms and conditions set forth in the Asset Purchase Agreement; and be it further

RESOLVED, that pursuant to Section 92 of the Town Law that the Town Clerk shall prepare, with the advice of the Town Attorney, a proposition to be submitted to the electorate of the Town, containing an abstract of this resolution and forthwith transmit the proposition to the Town Board and the St. Lawrence County Board of Elections in the form in which it is to be submitted to the electorate.

Seconded by Councilman Nicola and duly put to a vote which resulted as follows:

Steve O'Shaughnessy	voted	<u>          yea          </u>
Councilman Nicola	voted	<u>          yea          </u>
Councilman Miller	voted	<u>          yea          </u>
Councilman Carbone	voted	<u>          yea          </u>
Councilwoman Cunningham	voted	<u>          yea          </u>

**Resolution # 132 - 2019**

On August 26, 2019, the Town Board of the Town of Massena adopted a resolution authorizing the transfer of the real estate used in the operations of Massena Memorial Hospital to St. Lawrence Health System or an entity controlled thereby as a part of the transfer of the Massena Memorial Hospital assets and operations to St. Lawrence Health System.

The resolution acknowledged and furthered, in the face of financial challenges arising from aging infrastructure, accruing tax payer liabilities and as a direct effort to ensure the preservation of healthcare in Massena, the Town Board's adoption of the resolution on July 30, 2019, authorizing the transfer of the Massena Memorial Hospital assets and operations to St. Lawrence Health System subject to the terms of an asset purchase agreement.

The resolution further recognized the Town of Massena and Massena Memorial Hospital currently own the real estate related to the operation of Massena Memorial Hospital and that the transfer of real estate by the Town of Massena is subject to a public referendum.

Shall the Town of Massena transfer the real estate used in the operations of Massena Memorial Hospital to St. Lawrence Health System or an entity controlled thereby?

Motion by:	Councilman Miller				
Second by:	Councilman Nicola	Aye	Nay	Abstain	Absent
	O'Shaughnessy	X			
	Nicola	X			
	Miller	X			
	Carbone, Jr.	X			
	Cunningham	X			

<b>To go into executive session at 6:02 pm to discuss personnel at the Rescue Squad. No action expected.</b>					
Motion by:	Councilman Carbone	Vote:			
Second by:	Councilwoman Cunningham	Aye	Nay	Abstain	Absent
	O'Shaughnessy	X			
	Nicola	X			
	Miller	X			
	Carbone, Jr.	X			
	Cunningham	X			

**Return to Open Session and adjourn the meeting at 6:10**

Next Town Board Meeting September 18, 2019 @ 5:30pm

**Respectfully Submitted,**

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**Jeannine Brouse**  
**Deputy Town Clerk**