



December 5, 2017

Penfield Town Board
3100 Atlantic Avenue
Penfield, New York 14526-9798
Phone: 585-340-8630

Timeline of significant steps towards the Town of Penfield's goal to purchase the Shadow Pines Golf Course property

NOTE:

The following timeline presented by the Penfield Town Board details the steps taken by the Town to purchase the Shadow Pines golf course property from Dolomite/Oldcastle, supporting the Moratorium Committee's recommendation to purchase the property in September 2016.

This content shows ongoing events and communications between the Town and Dolomite and demonstrates why and how the timing of critical steps unfolded in a way that led to the Town Board's decision to finance the purchase through Permissive Referendum, rather than Public Referendum, as the most expedient purchase option given terms set forth by Dolomite in negotiations.

*Key milestones are **bolded**. Supporting documents are available upon request.*

TIMELINE

December 1, 2015: Shadow Pines ends operations, property listed for sale by Dolomite.

March 23, 2016: Penfield Town Board establishes a moratorium on development of the golf course for one year, Resolution 16T-085.

April 6, 2016: Penfield Town Board establishes the Shadow Pines/Shadow Lake Properties Land Use Committee (known also as the Moratorium Advisory Committee) to recommend possible uses for the property, Resolution 16T-094. Committee meets throughout summer months.

August 17, 2016: Town Board awards contract for market value appraisal of Shadow Pines property, Resolution 16T-184.

September 2, 2016: Moratorium Advisory Committee submits final report of recommendations to the Penfield Town Board expressing their recommendation that the Town purchase the Shadow Pines property.

October 12, 2016: The Town receives a real estate appraisal of the Shadow Pines property.

November 3, 2016: Town representatives meet with Dolomite to discuss property.

December 19, 2016: Town representatives meet with Dolomite to discuss property.

March 22, 2017: Penfield Town Board extends the moratorium until March 31, 2018, Resolution 17T-081.

March 30, 2017: For the first time, Dolomite submits to the Town a “Letter of Intent” for the sale of Shadow Pines Golf Course expressing its interest in selling Shadow Pines to the Town for the appraised value provided the Town agrees to pay all cash and that the purchase not be conditioned on a bond referendum (“no financing contingency”).

NOTE: The March 30, 2017 “Letter of Intent” from Dolomite to the Town marks the beginning of formal negotiations.

April 14, 2017: Dolomite sends email to the Town asking for an update or if there are questions on the Shadow Pines “Letter of Intent” sent on March 30, 2017.

April 18, 2017: Town sends email to Dolomite asking for clarification on several points of their March 30, 2017 “Letter of Intent.”

May 9, 2017: Town formally responds to Dolomite’s March 30, 2017 “Letter of Intent” stating the “No Financing Contingency” does not work for the Town because the Town needs to hold a Public Referendum to authorize the acquisition financing.

May 26, 2017: Dolomite responds to the Town’s letter of May 9, 2017 stating that it is not willing to postpone the sale until the Town is able to pass a Bond Referendum and needs a “drop dead” date for the sale.

June 9, 2017: Town responds to Dolomite’s May 26, 2017 letter with an offer to hold the Bond Referendum on Election Day, November 7, 2017, and, if the vote is in the affirmative, to purchase the property (20) days following the bond closing.

June 23, 2017: Email from Town to Dolomite asking if they had questions/clarifications to the June 9, 2017 letter.

June 23, 2017: Email from Dolomite to Town stating no issues moving forward, and that a Dolomite representative will respond next week.

June 23, 2017: Email to Town from Dolomite representative stating they will reply by Monday June 26, 2017. **(No response was received by June 26, 2017.)**

July 28, 2017: Email from Town to Dolomite expressing Town’s continued interest to keep moving forward.

September 17, 2017: D&C article quoting Mike D’Amico of Combat Construction “We had a conceptual plan for the land in Penfield, but town wouldn’t accept it. Now the town is trying to negotiate a deal to purchase the land for what we were going to buy it for (around \$4 million). If they can get residents to put

up that money, then they can have it, but my guess is that they won't be able to and hopefully I'll end up with it."

September 20, 2017: Dolomite submits a "Letter of Intent" for Purchase and Sale of Real Property Shadow Pines Golf Course to the Town, for the first time allowing the Town a purchase contingency to obtain financing provided the Town close by January 31, 2018 with no possibility of extensions. (A condition in the "Letter of Intent" states that Dolomite would prepare the first draft of a "Purchase and Sale Agreement.")

NOTE: At this point in time, the closing date of January 31, 2018—with no possibility of extensions—puts the Town Board's previously stated intent to hold a Public Referendum out of reach, as the Town is legally required to complete an environmental review (SEQRA) of the property before adopting a Bond Referendum Resolution. Additionally, to date, no "Purchase and Sale Agreement" has been received that may present other terms and conditions that the Town may be required to meet.

September 27, 2017: Ryan Homes sends Town an email wanting to sit down to revisit Shadow Pines as they have heard that the Town will be challenged to meet closing timelines.

September 27, 2017: Town responds to Ryan Homes asking if they are referring to the moratorium

September 27, 2017: Ryan Homes sends email to Town stating they are referring to what they have heard regarding closing date deadline, "I could have wrong information but have discussed with a reliable source; you can feel free to confirm with Oldcastle."

September 29, 2017: Town responds to Dolomite's September 20, 2017 "Letter of Intent" stating that January 31, 2018 is an impossible deadline for the Town to meet because it does not allow enough time to comply with the legal requirements to hold a Bond Referendum and obtain the monies to close. Further, the Town proposed to hold the Public Referendum on the purchase of the property on March 13, 2018 provided a binding purchase and sale contract was entered into by November 15, 2017 stating that the real estate closing would occur on or before 90 days after the referendum or as may be extended by the parties.

September 29, 2017: Dolomite responds to Town and repeats that terms are firm and they are not willing to extend the closing date or make any changes to the September 20, 2017 "Letter of Intent" and further, that the Town must accept the "Letter of Intent" no later than September 30, 2017.

September 29, 2017: The Town signs the "Letter of Intent" per Town Board request to keep the transaction to purchase Shadow Pines alive.

September 30, 2017: Town sends email to Dolomite attaching signed "Letter of Intent" to move forward with the purchase of Shadow Pines Golf Course.

October 11, 2017: Thereafter, the Town Board holds special meeting to adopt resolutions 17T-182, Determination of Lead Agency and declaring the acquisition of Shadow Pines to be a Type I action under SEQRA; 17T-183 authorization to sign a contract with C&S Companies for SEQRA assistance and a phase I Environmental Assessment for Shadow Pines.

October 25, 2017: The Town receives the first draft "Purchase and Sale Agreement" from Dolomite for Shadow Pines.

November 1, 2017: Town Board meeting, Resolution 17T-196 is adopted naming and authorizing Bond Counsel and Environmental Counsel regarding the financing of the acquisition of Shadow Pines Golf Club.

November 8, 2017: Town Board holds special meeting to adopt Resolution 17T-201 to authorize a Financial Consultant to assist the Town in financing of the Shadow Pines Property Acquisition Project.

November 15, 2017: Town Board completes its environmental review and adopts new business resolutions 17T-208 adopting a Negative Declaration and Notice of Negative Declaration for the proposed acquisition of Shadow Pines Golf Course; 17T-209 Designation of an additional Official Newspaper for 2017; and 17T-210 Naming of Real Estate Counsel to the Town.

November 15, 2017 to Present: Negotiations with Dolomite on terms and conditions of “Purchase and Sale Agreement” ongoing.

November 20, 2017: Town Board holds special meeting to adopt resolutions 17T-211 Bond Resolution for the acquisition of approximately 6 acres and authorizing the issuance of serial bonds to finance appropriation; 17T-212 Bond Resolution for the acquisition of approximately 206 acres and authorizing the issuance of serial bonds to finance appropriation. The resolutions are subject to Permissive Referendum.

TIMELINES SHOWING TOWN BOARD CONSIDERATIONS AND POSSIBLE OUTCOMES MOVING FORWARD

***NOTE:** As of the adoption of Bond Resolutions subject to Permissive Referendum* on November 20, 2017, there are three possible paths forward for the Town’s purchase of Shadow Pines, each with its own possible closing date, but all extend beyond January 31, 2018. Factors outside the control of the Town will determine the ultimate outcome.*

**A Permissive Referendum is a legislative tool in which a board’s decision stands unless it is challenged by citizen petition for a Public Referendum, in which case the board is obligated to conduct a Public Referendum. In this scenario, Penfield residents who want a formal Public Referendum on the purchase of Shadow Pines may petition the Town Board to hold a Public Referendum. Petitions must be submitted within 30 days of the adopted resolutions, which is December 20, 2017.*

The timelines for the three possible scenarios are described at a high level below. All assume a binding “Purchase and Sale Agreement” is in place.

Scenario 1: Permissive Referendum, no petition

- Bond Resolutions for purchase adopted November 20, 2017 subject to Permissive Referendum.
- If no petition for Public Referendum is received by December 20, 2017, and all funding goes as identified by financial advisors, the expedited closing date would be February 6, 2018.

Scenario 2: Permissive Referendum, with petition

- Bond Resolutions for purchase adopted November 20, 2017 subject to Permissive Referendum.

- If a petition for Public Referendum is received on or before December 20, 2017 there would be a Public Referendum on or about February 20. If the vote is affirmative the closing date would be approximately early April 2018.
- If a petition for Public Referendum is received on or before December 20, 2017 there would be a Public referendum on or about February 20. If the vote is negative, negotiations would end.

Scenario 3: Public Referendum

- The earliest date upon which the Town could hold a Public Referendum after completing legal obligations is January 20, 2018. If the vote is affirmative the earliest projected settlement date for receipt of bond monies would be early March 2018:
- If the Town were to hold a Public Referendum as described above and the vote is negative, negotiations would end.

As of December 5, 2017, given the project history and current options, the Town continues to pursue Scenario 1 in good faith. Scenario 2 will come into play if a petition is filed on or before December 20, 2017.

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CONTACT:

R. Anthony (Tony) LaFountain, Penfield Town Supervisor

585.340.8631