



REPRESENTATIVE TOWN MEETING
TOWN OF GREENWICH

ITEM NO.

1

DEPARTMENT:

Nathaniel Witherell Board

CONTACT:

David Ormsby 203 618 4200

REFERRED TO:

*Finance, Health & Human Services Committees
Legislative & Rules Committee*

VOTES:

“WHEREAS, the Representative Town Meeting at its meeting on May 14, 2007, appropriated \$3,600,000 for construction manager and architect’s fees and other preliminary costs for the planning and design of a major physical renovation of the Nathaniel Witherell Nursing Facility in order to achieve the remediation of its most serious deficiencies, bring it into compliance with certain Health Code requirements and improve its competitive position among similar healthcare providers (“Project Renew”);

“WHEREAS, on February 3, 2011 the State of CT issued a Certificate of Need for Project Renew having a construction cost of \$22.5 Million, together with a commitment of financial support by the State of construction costs of up to \$12 Million;

“WHEREAS, Project Renew has been approved by the various agencies of the Town having jurisdiction over the matter including (i) the Board of Selectmen, (ii) the Commission on Aging, (iii) the Planning & Zoning Commission, (iv) the Architectural Review Committee, (v) the Historic District Commission and (vi) the Board of Estimate and Taxation;

“NOW THEREFORE BE IT RESOLVED, that the sum of \$20,205,000 is hereby appropriated for construction of Project Renew and the issuance of \$20,205,000 of Bonds of the Town is authorized to meet said appropriation, all pursuant to the following resolution prepared by Robinson & Cole LLP, Bond Counsel to the Town:

**RESOLUTION APPROPRIATING \$20,205,000 FOR THE
CONSTRUCTION OF IMPROVEMENTS TO THE NATHANIEL
WITHERELL NURSING FACILITY AND AUTHORIZING THE
ISSUANCE OF \$20,205,000 BONDS OF THE TOWN TO MEET
SAID APPROPRIATION AND PENDING THE ISSUE THEREOF
THE MAKING OF TEMPORARY BORROWINGS FOR SUCH
PURPOSE**

BE IT RESOLVED BY THE REPRESENTATIVE TOWN MEETING:

Section 1. The sum of \$20,205,000 is appropriated for the renovation, construction and equipping of the Nathaniel Witherell Nursing Facility as more fully described in the Application for a Certificate of Need filed by the Board of Directors of Nathaniel Witherell with the Department of Social Services of the State of Connecticut, and for administrative, printing, legal and financing costs related thereto (the "Project"). The Project shall be supervised and administered by the Nathaniel Witherell Building Committee established under the provisions of Section 57.1 of the Town Charter and such Committee shall supervise construction of the Project in accordance with said Section and this Resolution.

Section 2. To meet said appropriation \$20,205,000 bonds of the Town or so much thereof as shall be necessary for such purpose, shall be issued in one or more series, each maturing not later than the twentieth year after their date, as determined by the Comptroller, provided that the total amount of bonds to be issued by the Comptroller shall not be less than an amount which will provide funds sufficient with other funds available for such purpose to pay the principal of and the interest on all temporary borrowings in anticipation of the receipt of the proceeds of said bonds outstanding at the time of the issuance thereof, and to pay for the administrative, printing and legal costs of issuing the bonds. The bonds shall be in the denomination of \$1,000 or a whole multiple thereof, be issued in fully registered form, be executed in the name and on behalf of the Town by the facsimile or manual signatures of the Chairman of the Board of Estimate and Taxation, and the Treasurer, and shall be countersigned by the Comptroller, have the seal of the Town affixed and attested by the Town Clerk, be certified by a bank or trust company, and be approved as to their legality by nationally recognized bond counsel. The bonds shall be general obligations of the Town and each of the bonds shall recite that every requirement of law relating to its issue has been duly complied with, that such bond is within every debt and other limit prescribed by law, and that the full faith and credit of the Town are pledged to the payment of the principal thereof and interest thereon. The aggregate principal amount of the bonds of each series to be issued, the annual installments of principal, redemption provisions, if any, the certifying, registrar and transfer agent and paying agent, the date, time of issue and sale and other terms, details and particulars of such bonds, including the approval of the rate or rates of interest, shall be determined by the Comptroller, in accordance with the General Statutes of Connecticut, Revision of 1958, as amended ("Connecticut General Statutes"), and this resolution.

Section 3. Said bonds shall be sold by the Comptroller, in a competitive offering or by negotiation, in his discretion. If sold in a competitive offering, the bonds shall be sold at not less than par and accrued interest on the basis of the lowest net or true interest cost to the Town. A notice of sale or a summary thereof describing the bonds and setting forth the terms and conditions of the sale shall be published at least five days in advance of the sale in a recognized publication carrying municipal bond notices and devoted primarily to financial news and the subject of state and municipal bonds. If the bonds are sold by negotiation, provisions of the purchase agreement shall be approved and executed in the name of the Town by the Comptroller.

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Section 4. The Comptroller is authorized to make temporary borrowings in anticipation of the receipt of the proceeds of said bonds. Notes evidencing such borrowings shall be signed by the Chairman of the Board of Estimate and Taxation, the Treasurer and shall be countersigned by the Comptroller, have the seal of the Town affixed and attested by the Town Clerk, be payable at a bank or trust company designated by the Comptroller, be approved as to their legality by nationally recognized bond counsel, and be certified by a bank or trust company designated by the Comptroller, pursuant to Section 7-373 of the Connecticut General Statutes. They shall be issued with maturity dates which comply with the provisions of the Connecticut General Statutes governing the issuance of such notes, as the same may be amended from time to time. The notes shall be general obligations of the Town and each of the notes shall recite that every requirement of law relating to its issue has been duly complied with, that such note is within every debt and other limit prescribed by law, and that the full faith and credit of the Town are pledged to the payment of the principal thereof and the interest thereon. The net interest cost on such notes, including renewals thereof, and the expense of preparing, issuing and marketing them, to the extent paid from the proceeds of such renewals or said bonds, shall be included as a cost of the Project. Upon the sale of the bonds, the proceeds thereof, to the extent required, shall be applied forthwith to the payment of the principal of and the interest on any such notes then outstanding or shall be deposited with a bank or trust company in trust for such purpose.

Section 5. The Town hereby expresses its official intent pursuant to Section 1.150-2 of the Federal Income Tax Regulations, Title 26 (the "Regulations"), to reimburse expenditures paid sixty days prior to and anytime after the date of passage of this resolution in the maximum amount for the Project with the proceeds of bonds, notes, or other obligations ("Bonds") authorized to be issued by the Town. The Bonds shall be issued to reimburse such expenditures not later than 18 months after the later of the date of the expenditure or the substantial completion of the Project, or such later date the Regulations may authorize. The Town hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. The Comptroller is authorized to pay Project expenses in accordance herewith pending the issuance of reimbursement bonds, and to amend this declaration.

Section 6. The Comptroller is hereby authorized, on behalf of the Town, to enter into agreements or otherwise covenant for the benefit of bondholders to provide information on an annual or other periodic basis to the Municipal Securities Rulemaking Board (the "MSRB") and to provide notices to the MSRB of material events as enumerated in Securities and Exchange Commission Exchange Act Rule 15c2-12, as amended, as may be necessary, appropriate or desirable to effect the sale of the bonds and notes authorized by this resolution. Any agreements or representations to provide information to the MSRB made prior hereto are hereby confirmed, ratified and approved.

Section 7. The time for the issuance of bonds or notes authorized hereunder shall not be limited but shall remain in full force and effect until the Project is completed, all payments made and all borrowings completed.

EXPLANATORY COMMENTS

Nathaniel Witherell has served residents of the Town of Greenwich for more than 100 years, initially as the Town's General Hospital and most recently as a licensed 202-bed nursing facility and short-term rehabilitation center. The Center for Disease Control estimates that by 2025 the U. S. population over the age of 65 will reach 75 Million - or 20% of our population. The fastest growing cohort of our present population is the group over 85. Alzheimer's disease now afflicts more than 5 Million Americans and the number is expected to triple by 2050. Nathaniel Witherell serves as the safety net for our Town's frail and elderly, particularly those suffering from dementia or Alzheimer's, when home care is no longer a viable option.

In 2002, it became apparent that the Nathaniel Witherell was in serious need of physical improvement. Its Administration Building was built in 1933, its long-term care Tower dates back to the mid-1970's and its West Wing (which houses its ten 4-bedded rooms) to 1961. Although the quality of Nathaniel Witherell's care is rated 5 Stars by Medicare, it loses prospective admissions daily to other nursing homes in the area which are newer, can offer single rooms and enjoy a more modern appearance and infrastructure. In 2004 the State issued a Certificate of Need which authorized the razing of the existing facility and the construction of a new 190-bed facility on the site at a cost of \$45.6 Million. When the present Board of Directors of Nathaniel Witherell took office in 2005-2006, it was deemed prudent to re-examine those building plans and, with the assistance of architectural and engineering consultants, the Board concluded that the project was unnecessarily expensive. From 2007 to 2010 the Board worked with advisors to craft a more modest improvement plan which addressed the principal deficiencies of Nathaniel Witherell at an estimated construction cost of \$36.8 Million ("Project Renew"). During this period the State's financial condition deteriorated. The State is an important financial partner in any building plan since it commits to support construction costs by increasing the Medicaid reimbursement rate for residents who have established their Medicaid eligibility. On June 28, 2010, the State advised that it would not issue a Certificate of Need (with a Medicaid rate increase) for Project Renew because of the financial condition of the State.

The Board, the Staff and the Town's legislators continued to negotiate with the State's Department of Social Services and with the new Governor's staff and on Feb. 3, 2011, a Certificate of Need, with a Medicaid rate adjustment of up to \$12 Million over a 20 year period, was issued for improvements to Nathaniel Witherell having a construction cost not to exceed \$22.5 million. This is less than half the \$46.6 Million construction cost approved by the RTM in 2004, in a sense of the meeting resolution which authorized the issuance of general obligation bonds by the Town, to support the predecessor of Project Renew.

Unlike the issuance of general obligation bonds for the benefit of any other Town Department, it is the expectation of the Town that bonds issued to finance the construction of Project Renew would be repaid, in substantial part, from third party revenues (private pay, commercial insurance, Medicare and Medicaid) generated by Nathaniel Witherell's operations and from private citizen contributions to a capital campaign which the Board has undertaken to conduct. While the Board is confident that this challenge can be met, it requires a number of assumptions on which reasonable persons may differ. For this reason the Board has conducted two public hearings which have afforded RTM members an opportunity to ask questions about Project Renew and its cost implications to the Town. We trust those questions have been answered to the satisfaction of RTM members and believe Project Renew enjoys broad public support of the Town's citizens.

ITEM NO.: **2**
DEPARTMENT: Parks and Recreation Department 1112PR01
CONTACT: Tom Greco 203.622.6480 tgreco@greenwichct.org
REFERRED TO: Finance, Parks & Recreation, Public Works Committees
VOTES:

RESOLVED, that the sum of \$207,097 be and the same is hereby appropriated from RESERVED for CAPITAL & NON-RECURRING FUND to the Department of Parks and Recreation account Z834-59830-12XXX, to be known as “Tropical Storm Damage – Byram Beach and Marina”.

EXPLANATORY COMMENTS

Funds are requested to repair 4 separate areas of seawall at Byram Beach and Marina caused by Tropical Storm Irene. Costs for this storm damage have been submitted to FEMA for reimbursement.

- Section ""D"" - South of beach. Pointing of 134' X 5' seawall section. Repair three sections of wall, 23' X 3', 10' X 5' plus corner - \$31,975.
- Section ""C"" - Beach and marina. Rebuild 65' X 7' seawall. Backfill, and pour 106 yards of concrete 2' wide, 8' high and 179 ' long. - \$90,875.
- Section ""B"" - North of beach. - Wall 2' wide, 8' high 117 ' long. Backfill, and pour 70 yards of concrete - \$21,950.
- Section ""A"" - Far North - Rebuild two sections of stone wall 46' X 4' and 47' X 3' - \$43,470

Subtotal sections A through D -	\$188,270
Contingency	<u>18,827</u>
Project Total	\$207,097

ITEM NO.: **3**
DEPARTMENT: Office of the First Selectman
CONTACT: Dustin Anderson - 622-7712 - danderson@greenwichct.org
REFERRED TO: Appointments, Land Use Committees
VOTES: Board of Selectmen 3-0-0

RESOLVED, that the following named person, nominated by the Board of Selectmen, be re-appointed a regular member of the Historic District Commission for a term expiring 3/31/17.

STEPHEN L. BISHOP

EXPLANATORY COMMENTS

Stephen Bishop, of 265 Taconic Road, Greenwich, 06831 has been re-nominated as a regular member of the Historic District Commission for a term expiring 3/31/17.

Mr. Bishop has been a partner at the Law Offices of Mead, Bromley & Bishop for over 30 years. Previously, he has been the President of the Stamford Historical Society. Additionally, he was also responsible for studying and researching period architecture to execute the complete renovation of a 1732 home in the Stanwich Historical district, as well as renovating a turn of the century American Foursquare style home in Old Greenwich.

Stephen graduated from the University of Connecticut in 1972 with a B.A in Psychology. He received his Juris Doctorate from the Drake University School of Law in 1977. He currently serves as an alternate on the Historic District Commission. He is also a consulting attorney for the Long Ridge Union Cemetery in Stamford, CT.

ITEM NO: **4**
DEPARTMENT: Board of Selectman
CONTACT: Dustin Anderson - 203 622 7710 - danderson@greenwichct.org
REFERRED TO: *Appointments, Town Services Committee*
VOTES: Board of Selectman 3-0-0

RESOLVED, that the following named person, nominated by the Board of Selectmen, be re-appointed as a regular member of the Alarm Appeals Board for a term expiring 3/31/15.

JOHN A. SLUSARZ

EXPLANATORY COMMENTS

John Slusarz, of 183 Davis Avenue, Greenwich CT 06830 has been re-nominated as a regular member of the Alarm Appeals Board for a term expiring 3/31/2015.

Mr. Slusarz has been a Volunteer Fireman with the Amogerone Volunteer Fire Company since 1955, and has worked for Tower Air with extensive knowledge in the tracking of Air Craft.

Mr. Slusarz previously worked with the Nathaniel Witherell as a driver, helping to transport residents to medical appointments and on daily errands.

ITEM NO: **5**
DEPARTMENT: Office of the First Selectman
CONTACT: Dustin Anderson 622-7710 danderson@greenwichct.org
REFERRED TO: *Appointments, Land Use Committees*
VOTES: Board of Selectmen 3-0-0

RESOLVED, that the following named person, nominated by the Board of Selectmen, be re-appointed a member of the Southwest Regional Planning Agency for a term expiring 3/31/15.

PAUL C. SETTELMEYER

EXPLANATORY COMMENTS

Paul Settelmeyer, of 633 Steamboat Road, Greenwich 06830 has been re-nominated as a regular member of the Southwest Regional Planning Agency for a term expiring 3/31/15.

Mr. Settelmeyer spent 35 years as a commercial bank lender, including positions as President of two banks, President of a commercial mortgage Company, and serving as Chairman of the Audit Committee of a publicly held bank.

Paul currently represents Greenwich on the Southwest Regional Planning Agency Board, where he has served as Treasurer and Chairman. He is currently co-Chairman of the Agency's Economic Development Committee.

ITEM NO: **6**
DEPARTMENT: Office of the First Selectman
CONTACT: Dustin Anderson 622-7710 danderson@greenwichct.org
REFERRED TO: *Appointments, Health & Human Services Committees*
VOTES: Board of Selectmen 3-0-0

RESOLVED, that the following named person, nominated by the Board of Selectmen, be re-appointed a member of the Commission on Aging for a term expiring 3/31/15.

JAMES B. DOUGHERTY

EXPLANATORY COMMENTS

James Dougherty, of 747 North Street, Greenwich 06831 has been re-nominated as a regular member of the Commission on Aging for a term expiring 3/31/2015.

Mr. Dougherty is a managing member of Dougherty, Dougherty and Vecchiolla in Greenwich, Connecticut. Holding a bachelor of the arts from Iona and J.D. from the University of Connecticut, he generously shares his time as a current member of the Commission on Aging and as the Vice President of the Greenwich Hibernian Society. He was the founding director of the Irish-American Museum of Washington, D.C., Inc.