



STATE OF CONNECTICUT
TOWN OF GREENWICH

A regular Representative Town Meeting of the Town of Greenwich will be held in the Moderator's Hall of Central Middle School on Monday, December 12, 2011 at 8:00 P.M. (E.S.T.) for the following purposes:

1. To consider and act upon the following resolution, requested by the Nathaniel Witherell Board for Project Renew.

“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.

Referred to Finance Committee
Referred to Health & Human Services Committee
Referred to Legislative & Rules Committee

2. To consider and act upon the following resolution, requested by the Director of Parks and Recreation and approved by the First Selectman and the Board of Estimate and Taxation.

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".

Referred to Finance Committee
Referred to Parks & Recreation Committee
Referred to Public Works Committee

3. To consider and act upon the following resolution:

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

Referred to Appointments Committee
Referred to Land Use Committee

4. To consider and act upon the following resolution:

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

Referred to Appointments Committee
Referred to Town Services Committee

5. To consider and act upon the following resolution:

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. SETTELMAYER

Referred to Appointments Committee
Referred to Land Use Committee

6. To consider and act upon the following resolution:

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

Referred to Appointments Committee
Referred to Health & Human Services Committee

Dated at Greenwich, CT
November 29, 2011

THOMAS J. BYRNE
MODERATOR
CARMELLA C. BUDKINS
TOWN CLERK