



Pursuant to the foregoing notice a regular Representative Town Meeting of the Town of Greenwich was held on Monday, December 12, 2011 at 8:00 P.M.(E.S.T.) in the Moderator's Hall of Central Middle School.

The meeting was called to order by the Moderator Thomas J. Byrne.

The members pledged allegiance to the flag.

Town Clerk Carmella C. Budkins swore in William Gorgas, a new member in District 7.

The Moderator announced that as all members had received a copy of the call for the meeting, the reading of the call would be omitted.

Attendance cards were presented showing 194 present, 30 absent and 6 vacancies. The members absent in District 1 – Mary R. George; District 2 – Duncan G. Burke, Nancy B. Burke, Fridolf A. Hanson, Cecilia H. Morgan, Meredith Relyea; District 3- Kathy Derene, Sylvester J. Pecora, Sr., Maude A. Polo; District 4- Susan McCabe, Alexander J. Popp, Jr., John J. Thompson; District 5- Daniel Faryniarz, Ronald Lenihan; District 6- Charlene M. Barnes; District 7 – Kimberly M. Blank, Alice B. Duff; District 8 – Jennifer M. Danzi, Stephen Ng; District 9- Betsey S. Frumin, Robert V. Lichtenfeld; District 10- David W. Detjen, Alan A. Small; District 11- Michael Spilo; District 12- Karl W. Bylcw, Anthony D'Ascoli, Robert C. Liflander, Edward Manganiello, Bernard G. Schnieder, Gregory N. Schulte.

The Moderator announced that as all members had received a copy of the minutes of the October 24, 2011 meeting, the reading of the minutes would be omitted. He asked if there were any corrections or comments. There being none, the minutes were adopted by unanimous consent.

James Boutelle, Chairman of District 8, offered the following resolution recognizing the services of Richard Kral.

On behalf of the District 8 delegation, I rise to acknowledge the ten years of service of Rick Kral who chose to retire from the Representative Town Meeting after ten years of service to this body.

Rick has not been an ordinary member. He stepped in to serve two terms as the Chairman of District 8, from personal experience I can state that is no simple task. In addition, Rick has served as the Chairman of the Public Works Committee for two terms. As the owner of Beacon Point Maine and the Greenwich Water Club, Rick has generously sponsored the RTM Directory on numerous occasions.

Although this body will not benefit from Rick's judgment, leadership and generosity, the Town will continue to benefit from his active participation in the Greenwich Chamber of Commerce, the Greenwich Shellfish Commission, the Connecticut Maritime Coalition, Greenwich Youth Football as a coach of the Cos Cob Crushers and an active supporter of Rowing in Greenwich.

I ask that these remarks be spread upon the minutes of this meeting and a copy be presented to Rick as a sign of our appreciation of his leadership of this body and dedication to our Town.

The resolution passed unanimously consent.

Pursuant to RTM rules, the Moderator designated the following items be placed on the consent calendar - 2-3-4-6 and consider separately Items 1 and 5.

The items on the consent calendar are as follows:

2. 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".

3. 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

4. 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

6. 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

The vote was now on the consent calendar.

In Favor	-	178
Against	-	1
Abstentions	-	0

Items Carried

The Moderator announced that Item No. 1 on the call was now before the meeting.

David Ormsby, Chairman of the Nathaniel Witherell Board, offered the following resolution, which was duly moved and seconded, regarding Item No. 1.

1. **“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.

The Moderator opened the public hearing at 8:45p.m.

J. Robert Tuthill of District 4 made a motion, which was seconded, that the time to speak on Item No. 1 be limited to three minutes per speaker, except for the proponent and the principal opponent of the resolution (the latter to be determined by the Moderator) shall be entitled to speak for ten minutes.

Motion Carried

After discussion, J. Robert Tuthill of District 4 moved the previous question, which was seconded.

Motion Carried

The Moderator closed the public hearing at 9:50p.m.

The vote was now on Item No. 1.

In Favor	-	153
Against	-	28
Against	-	10

Item Carried

The Moderator announced that Item No. 5 on the call was now before the meeting.

Peter Tesei, First Selectman, offered the following resolution, which was duly moved and seconded, regarding Item No. 5.

5. 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

The vote was now on Item No. 5.

In Favor	-	175
Against	-	0
Against	-	5

Item Carried

There being no further business, the Moderator adjourned the meeting, upon unanimous consent, at 10:05 P.M.

ATTEST:

CARMELLA C. BUDKINS
TOWN CLERK