



Pursuant to the foregoing notice a Representative Town Meeting of the Town of Greenwich was held in the Moderator's Hall on Monday, December 8, 2014 at 8:00 P.M. (D.S.T.).

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

Town Clerk Carmella C. Budkins swore in Daniel B. More, new member in District 1 and Juliette N. Menga, new member in District 4.

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 176 present, 48 absent and 6 vacancies. The following members were absent in District 1- George F. Chelwick, Dean L. Goss, Robert Robins, Maria M. Weston; District 2- Duncan G. Burke; District 3- Thomas P. Conelias, Steven Rubin; District 4- Steven J. Bozzuto, William J. Clark, Maria M. Popp, John J. Thompson; District 5- Danyal Ozizmir, Jeffrey B. Sahrbeck; District 6- Hans C. Thalheim; District 7-Kimberly M Blank, Karen Dewahl, Jayne F Isford; District 8- Dennis E. Arrouet, Jason Auberbach, Mary H Bruce, Richard D Bruce, C. Nick Edwards, III, Jennifer L. Freitag, Frank A Posluszny, Barry W. Rickert, III; District 9- Jane W Arnone, Barbara T. Darula, Susan L. O'Hara, Ralph Vizzari; District 10 – Robert M. Byrnes, Roger S. Shedlin, Louisa H. Stone; District 11 – A. Bruce Dixon, Ajit K. Laroia, Dana G. Neuman, RichardJ. Neuman, William P. Richardson, Jr., Warren R. Stern, Michael G. Wacek; District 12- Bill Bambrick, Thomas E. Bancroft, Glen A. Canner, Timothy E. Conroy, El-Shaffei Dada, Janet L DeLuca, David deMilhau, Edward M. Manganiello, Anthony Martini.

The Moderator announced that as all members had received a copy of the minutes of the September 15, 2014 meeting, the reading of the minutes would be omitted. The minutes were adopted by unanimous consent.

Pursuant to the RTM rules, the Moderator designated that the following items be placed on the consent calendar – 2, 3 & 4.

The items on the consent calendar are as follows:

2. RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed a regular member of the Nathaniel Witherell Board of Directors for a term expiring 3/31/16.

LAURENCE B. SIMON

3. RESOLVED, that the Greenwich Police Department accept a donation of four (4) Speed Sentry Shield 12-Speed Detection/Display signs (approximate total value of \$7,000) from the Northwest Greenwich Association.

4. RESOLVED, the sum of \$75,000.00 be and the same is hereby appropriated from RESERVED for CAPITAL & NON-RECURRING FUND to the Department of Parks and Recreation account Z816-59300-XXXXX for the replacement of a new chiller compressor and barrel at the Dorothy Hamill Rink.

The vote was now on the consent calendar.

In Favor	-	163
Against	-	0
Abstentions	-	2

Items Carried

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

Lloyd Bankson, Chairman of Finance Committee for Nathaniel Witherell, offered the following substitute resolution, which was duly moved and seconded regarding Item No. 1.

1. WHEREAS, the Town of Greenwich, Connecticut (the “Town”) is the owner of the Nathaniel Witherell Nursing Facility, a short term and skilled nursing center (“Nathaniel Witherell”); and

WHEREAS, the Town and Nathaniel Witherell have undertaken the rehabilitation, reconstruction and reequipping of the Nathaniel Witherell pursuant to a plan referred to as Project Renew; and

WHEREAS, the Nathaniel Witherell has applied for and been designated a historic structure for State of Connecticut tax purposes; and

WHEREAS, Nathaniel Witherell has been informed that upon completion of Project Renew and the audit of the related construction costs, Project Renew will qualify for receipt of a State historic tax credits of approximately \$4,490,918 (the “Tax Credits”); and

WHEREAS, the Tax Credits are transferable and can be sold to the Connecticut Light and Power Company for approximately \$4,490,918; and

WHEREAS, the Town has advanced \$950,000 to Nathaniel Witherell from the Town's capital non-recurring fund (the "CNR Fund Loan") to finance Project Renew; and

WHEREAS, the Town has also issued \$21,105,000 of general obligation bonds (the "Nathaniel Witherell Bonds") to finance TNW Project Renew; and

WHEREAS, Bond Counsel has advised the Town that the proceeds from the sale of the Tax Credits after repayment of the CNR Fund Loan must be used to pay the principal or and interest on the Nathaniel Witherell Bonds;

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

- 1. Any applications, agreements or actions heretofore submitted, executed or taken, respectively, by any official of the Town or the Nathaniel Witherell are hereby ratified.**
- 2. The First Selectman is hereby authorized to negotiate, execute and deliver any agreements, documents, instruments and certificates, and to take any other action necessary, to sell the Tax Credits for a price, on the terms and conditions, and at the time that he deems to be in the best interests of the Town.**
- 3. The First Selectman is authorized accept the proceeds from the sale of the Tax Credits.**
- 4. The proceeds of the Tax Credits are hereby appropriated to (1) repay the CNR Fund Loan to the Town, and (2) pay the principal of and interest on the Nathaniel Witherell Bonds as such principal and interest become due to the extent of the amount remaining after repayment of the CNR Fund Loan. To the extent the proceeds from the sale of the Tax Credits exceeds the amount of the CNR Fund Loan and the principal of and interest on the Nathaniel Witherell Bonds for the fiscal year ending June 30, 2015, such excess shall be reserved and carried over to subsequent fiscal years until fully expended.**

Douglas J. Wells, Chairman of Legislative & Rules Committee, made a motion to amend Item No. 1 as follows:

- 1 – In the fourth WHEREAS clause, in the third line, the word "a" is deleted.
- 2 – In the last WHEREAS clause, in the second line, the last word "or" is deleted and inserted in its place is the word "of".
- 3 – In Paragraph 3, between the words "authorized" and "accept" the word "to" is inserted, so that the phrase reads, "is authorized to accept".

Motion adopted upon unanimous consent

Douglas J. Wells, Chairman of Legislative & Rules Committee, made a motion to add language to Item no 1 as follows:

“1. Any applications, agreements or actions heretofore submitted, executed or taken with regard to the State Historic Tax Credit application process for Project Renew and related items respectively, by any official of the Town or the Nathaniel Witherell are hereby ratified.”

Motion adopted upon unanimous consent

Michael Warner, Chairman of Finance Committee, made a motion to add language to Item No 1 as follows:

1 – In paragraph No 3. insert “equal to the tax credit” after “accept” and before “the”.

Motion adopted upon unanimous consent

The vote was now Item No. 1 as amended.

In Favor	-	173
Against	-	1
Abstentions	-	0

Item Carried

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

David Ormsby, Chairman of Board of Directors of Nathaniel Witherell, offered the following substitute resolution, which was duly moved and seconded regarding Item No. 5.

5. WHEREAS, the completion of Project Renew has created numerous additional points of entry/exit required for public access to and emergency egress from the facility;

WHEREAS, as public awareness of building safety issues has increased in recent years and security concerns have been expressed by family members of residents and employees of Nathaniel Witherell;

WHEREAS, the Town’s approved security consultant and vendor has studied the improved facility and recommended the installation of additional wander guard equipment, automatic locking capabilities, card access capabilities, intercom/closed circuit TV upgrades and other security features;

NOW THEREFORE BE IT RESOLVED, that the sum of \$100,000 is hereby appropriated for the purchase and installation of equipment designed to protect and upgrade the safety, security and well being of residents, families, friends and employees who daily visit Nathaniel Witherell, said appropriation to come from

the proceeds of a \$500,000 grant received by the Town from the State of Connecticut under the State Town Economic Assistance Program.

The vote was now Item No. 5.

In Favor	-	169
Against	-	1
Abstentions	-	0

Item Carried

There being no further business, the Moderator adjourned the meeting, upon unanimous consent, at 8:28P.M.

ATTEST:
CARMELLA C. BUDKINS
TOWN CLERK