A regular Representative Town Meeting of the Town of Greenwich will be held in the Moderator’s Hall of Central Middle School on Monday September 20, 2004 at 8:00 P.M.(E.D.T.) for the following purposes:

1. To consider and act upon the following resolution, postponed from the June 14, 2004 meeting.

RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed a member of the Planning and Zoning Board of Appeals for a term expiring 3/31/08.

DONALD R. KIEFER

Referred to Appointments Committee
Referred to Land Use Committee

2. To consider and act upon the following resolution, postponed from the June 14, 2004 meeting.

RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed a member of the Board of Ethics for a term expiring 3/31/07.

VICTOR R. COUDERT

Referred to Appointments Committee
Referred to Town Services Committee

3. To consider and act upon the following resolution, postponed from the June 14, 2004 meeting.

RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed a member of the Board of Health for a term expiring 3/31/08.

GARY CELLA

Referred to Appointments Committee
Referred to Health & Human Services Committee
4. To consider and act upon the following resolution, postponed from the June 14, 2004 meeting.

**RESOLVED**, that pursuant to section 7-147q (f) of the General Statutes, the RTM receives the report from the Historic District Commission acting as the Historic Property Study Committee submitted herewith, and

**FURTHER RESOLVED**, that the RTM, by majority vote, accepts the report of the Committee as to the proposed historic property and that the following ordinances are hereby enacted to designate the historic property and provide for its regulation in accordance with section 7-147q of the General Statutes:

**Article 5. Historic Properties**

**Sec. 6-320. Historic Properties Commission.**

The Historic District Commission established pursuant to the provisions of Section 6-309 of the Greenwich Municipal Code is hereby designated as the Historic Properties Commission to administer the provisions of General Statutes Sections 7-147p through 7-147y, relative to all historic properties now or hereafter designated by the Town of Greenwich.

**Sec 6-321. Powers and duties.**

This Historic District Commission, in its capacity as the Historic Properties Commission, shall administer the property established hereby, and shall have such powers and duties as are provided for in Sections 7-147p through 7-147y of the General Statutes. The Commission shall cause the preparation of a map depicting the boundaries of all Historic Properties as described herein. Said map shall be filed in the office of the Town Clerk, and a copy thereof shall be maintained by the Commission.

**Section 6-322. Property owned by Sandra Hillman**

The following property is hereby designated as an historic property pursuant to the provisions of the General Statutes, Sections 7-147p through 7-147y:

All that certain piece or parcel of land, with the buildings thereon in the Town of Greenwich, County of Fairfield and more particularly bounded and described as follows:

Beginning at a point on said Taconic Road at the north-easterly edge of said premises and thence northerly S53\(^\circ\)33'40" E for a distance of 178.75 feet, thence westerly W57\(^\circ\) 48' 50" E for a distance of 22.0 feet, thence northerly again S86\(^\circ\)43'10" E for a distance of 63.41 feet, thence southwesterly N21\(^\circ\)05'E for a distance of 61.52 feet, thence westerly N57\(^\circ\)48'50" E for a distance of 258.6 feet, thence northerly S 44\(^\circ\)50' E for a distance of 119.97 feet, thence southerly...
N9°38'W for a distance of 125.60 feet, thence westerly N9°14' E for a distance of 19.1 feet, thence westerly again N22°33'E for distance of 28.9 feet, thence southerly again N 0°01'E for a distance of 22.9 feet, thence southerly again N 9°50'W for a distance of 35.6 feet, thence southerly again N 6°33'W for a distance of 27.5 feet, thence southerly again N 31°36'W for a distance of 45.6 feet, thence southerly again N 40°46'W for a distance of 28.6 feet, thence southerly again N 34°58'W for a distance of 11.2 feet, thence southerly again N 32°34'W for a distance of 29.6 feet, thence southerly again N12°33'W for a distance of 16.2 feet, thence southerly again N 17°18'W for a distance of 15.5 feet, thence southerly again N 27°00'W for a distance of 52.4 feet,

Thence westerly N 69°10' E for a distance of 13.5 feet, thence south for a distance of 219.1 feet, thence easterly N89°14'W for a distance of 210.9 feet, thence easterly again S 82°32' W for a distance of 51 feet tot the northerly edge of said Taconic Road.

Thence northerly S 27°47' E for a distance of 41.85 feet, thence northerly along a curve in said Taconic Road having a radius of 200.58 feet for a linear distance of 148.76 feet, thence northerly along the northern edge of said Taconic Road S 14°43' W for a distance of 81.2 feet, thence northerly S 46°30' W for a distance of 7 feet, thence northerly again S29°12' W for a distance of 24 feet, thence northerly again S 21°39'W for a distance of 20.2 feet, thence northerly again S9°22" W for a distance of 53.5 feet, thence northerly again S 14°48' W for a distance of 83.0 feet, northeasterly S 36°13' W for a distance of 203.1 feet, thence northerly again S 28°17'W for a distance of 65.2 feet to the point of beginning.

Subject property is located on Taconic Road in Greenwich, Connecticut and is owned by Sandra Hillman.

Referred to Legislative & Rules Committee
Referred to Land Use Committee

5. To consider and act upon the following resolution, requested by the Special Committee on Nathaniel Witherell.

WHEREAS, The Nathaniel Witherell has been a valued institution in the Greenwich community for more than 50 years and should, as a matter of good public and social policy, continue to pro vide skilled nursing services to benefit the citizens of Greenwich under the conditions specified below; and

WHEREAS, The Nathaniel Witherell Board has proposed to construct a new skilled nursing facility at 70 Parsonage Road, Greenwich, and upon its completion to demolish all buildings which currently comprise The Nathaniel Witherell Skilled Nursing Facility on the same site at a cost of $45.2 million (hereinafter referred to as the “Project”) as set
forth in a certain Certificate of Need Application dated December 20, 2002 (the “CON”); and

WHEREAS, the Connecticut Department of Social Services has approved the Project subject to certain qualifications, conditions, and performance criteria to be observed by The Nathaniel Witherell Board and the Town of Greenwich (the “Town”) as specified in an Agreed Settlement (Docket Number 02-732) dated February 4, 2004, (the “Agreed Settlement”); and

WHEREAS, the Moderator on July 14, 2003 appointed the Special Committee on The Nathaniel Witherell (the “Special Committee”) to make a study of all relevant factors related to the Project, the CON, the Agreed Settlement, and the Town’s role as owner/operator of a skilled nursing facility, which study has been completed and has resulted in a report dated July 30, 2004, fulfilling the charge given by the Moderator to the Special Committee; and

WHEREAS, the Special Committee has made the following primary recommendations:

I. That the Project, which the Special Committee currently estimates will cost approximately $46.6 million, should be approved and implemented in accordance with Town procedures and performance criteria specified in the Agreed Settlement;

II. That the Project should be financed in part by the Town through the issuance of its own short-term bond anticipation notes and/or 20-year general obligation bonds and in part from its own resources to be reimbursed by a new entity in the manner set forth below;

III. That a Connecticut not-for-profit corporation (“NFP”) should be established immediately to raise $15 million or more in charitable contributions for the new facility and, when a certificate of occupancy is issued, to purchase the new facility from the Town and assume responsibility for its operation;

IV. That NFP’s board of directors should consist of 15 - 21 members with staggered terms of three years each (preferably with a limit of two consecutive full terms), at least 80% of whom should be residents of the Town, including two members each to be nominated by the First Selectman, the Chairman of the Board of Estimate and Taxation, and the Moderator of the Representative Town Meeting up to the time when 50% of the debt owed to the Town has been repaid and thereafter one member each, all of whom shall have the same powers and duties as directors nominated by NFP’s nominating committee;

V. That the relationship between the Town and NFP should be reflected in, or governed by, as the case may be, the following:
a. NFP’s bylaws, which shall be acceptable to the Town, should provide for Town representation on its board of directors, restrict bylaw changes while NFP is indebted to the Town, and provide preference to Greenwich residents in the admission process to the extent permitted by law;

b. A lease agreement under which the Town should lease to NFP the land at 70 Parsonage Road for a period of 100 years at a nominal annual rent, subject to the deed restrictions currently applicable to this property and to the requirement that any skilled nursing facility located on this property shall give preference to Greenwich residents in the admissions process as is currently the practice;

c. A financing agreement under which the Town should undertake to construct the new facility and, upon completion, to sell the facility and related assets to NFP in exchange for a promissory note and other consideration in an amount equal to the total cost of the Project, net of demolition and remediation costs, secured by a first mortgage on the building and a security interest in other assets, with appropriate covenants and default provisions;

d. An operating agreement under which NFP should undertake, upon issuance of a certificate of occupancy, to staff and operate the facility for at least 30 years, to do so in accordance with Federal, State of Connecticut, and industry standards, and to assure continuation of the high quality of care currently existent for the residents of the facility; and

e. A mutual understanding that NFP should be expected to be a solvent going-concern and to operate at a positive net cash flow after debt service and capital expenditures, evidenced by its own quarterly and independently audited annual financial statements submitted to Town entities and that NFP should otherwise be financially independent of the Town, retaining its own cash and earned surplus and maintaining its own banking relationships; and

VI. That, until the residents have been transferred to the new facility, the existing nursing facility under the supervision of The Nathaniel Witherell Board should continue operating as a Town department, furnishing the high quality of care for which The Nathaniel Witherell is noted, and that following the transfer of all residents, the existing facility should be demolished and the affairs of the department wound up; and

WHEREAS, the Special Committee has also recommended that the following conditions precedent should be fulfilled before the above recommendations are implemented:
1. Prompt action by the Law Department to resolve any issues relating to title to the land at 70 Parsonage Road;

2. Prompt action by the Town bodies concerned to form a building committee as required by Section 57.1 of the Town Charter and to propose charter changes deemed necessary or desirable to facilitate the recommendations in paragraphs I through VI inclusive; _____

3. Prompt action by the First Selectman to see that NFP be incorporated as the future owner/operator of the new facility and to see that application is made to the Internal Revenue Service for 501(c)(3) tax-exempt status for the corporation;

4. Delivery to the BET and RTM of an independently performed fund-raising feasibility study, to be commissioned and financed promptly by the Town, showing the level of private donations achievable within three years;

5. Delivery to the BET and RTM of a business plan showing how the new facility will be net cash flow positive after debt service and capital expenditures through a combination of revenue enhancements, operating efficiencies, and private donations; and

6. Timely reporting to the Connecticut Department of Social Services by the First Selectman and/or the Chairman of The Nathaniel Witherell Board of any change in scope, cost, or timing of the Project as required by the Agreed Settlement.

NOW, THEREFORE, BE IT RESOLVED, that it is the Sense of the Meeting that the foregoing recommendations and conditions precedent be, and they hereby are, approved by the Representative Town Meeting to provide policy guidance to the constituent parts of Town government in carrying out the Project and the Agreed Settlement with the Connecticut Department of Social Services.

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

6. To consider and act upon the following resolution, requested by the First Selectman and approved by the Board of Estimate and Taxation.
RESOLVED,

That the appropriation of ONE MILLION THREE HUNDRED TWENTY-FIVE THOUSAND DOLLARS ($1,325,000) for the purchase and sale of property at 1327 King Street (Lot No. 31, King Street E 71) consisting of approximately 2.5 acres owned now or formerly by Richard L. Belanger (the “King Street Property”) approved by the Board of Estimate and Taxation is approved. $350,000 of the appropriation may be funded from the Reserve Fund for Capital and Nonrecurring Expenditures.

That the First Selectman is authorized to execute on behalf of the Town any contract documents necessary to effectuate the purchase of the King Street Property.

That the issuance of bonds or notes in an amount not exceeding NINE HUNDRED SEVENTY-FIVE THOUSAND DOLLARS ($975,000) is authorized; such bonds or notes shall be issued pursuant to the provisions of the Town’s Charter and the General Statutes of Connecticut, as amended.

That the issuance and renewal of temporary notes in anticipation of the receipt of the proceeds from the sale of the bonds or notes in an amount not exceeding NINE HUNDRED SEVENTY-FIVE THOUSAND DOLLARS ($975,000) is authorized; such temporary notes shall be issued in accordance with, and subject to, the provisions of the Town’s Charter and the General Statutes of Connecticut, as amended.

Such bonds, notes and temporary notes shall be secured by the irrevocable pledge of the full faith and credit of the Town of Greenwich. All details of the bonds, notes and temporary notes shall be determined by the Board of Estimate and Taxation or those persons to whom the Board delegates such powers, including but not limited to any declarations of official intent pursuant to Federal Income Tax Regulations, tax regulatory agreements and any continuing disclosure agreements.

That the time for issuing any such bonds or notes or temporary notes hereunder shall not be limited and this resolution shall not lapse, 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 Land Use Committee
Referred to Legislative & Rules Committee
7. To consider and act upon the following resolution, requested by the First Selectman.

RESOLVED, that the Town of Greenwich hereby accepts a grant in the amount of $467,561 from the Connecticut Department of Homeland Security. Said grant to be appropriated to the following accounts: $222,085 to F105 51490 Professional fees, $165,476 to F105 53950 Supplies, $40,000 to F105 59250 and $40,000 to F105 59560.

Referred to Finance Committee
Referred to Town Services Committee

8. To consider and act upon the following resolution.

RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed a member of the Commission on Aging for a term expiring 3/31/05.

MARY K. BAUSCH
Referred to Appointments Committee
Referred to Health & Human Services Committee

9. To consider and act upon the following resolution.

RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed an alternate member of the Planning and Zoning Commission for a term expiring 3/31/05.

DONALD HELLER
Referred to Appointments Committee
Referred to Land Use Committee

10. To consider and act upon the following resolution.

RESOLVED, that the following named person, nominated by the Board of Selectmen, be appointed a member of the Board of Ethics for a term expiring 3/31/07.

JEFFREY S. RAMER
Referred to Appointments Committee
Referred to Town Services Committee
RESOLVED, that the following named persons, nominated by the Board of Selectmen, be appointed members of the Hamilton Avenue Building Committee.

JOSEPH L. ROSS  
JAY SCHONDORF  
SYLVESTER PECORA  
TOM HEAGNEY, ESQ.  
TOM SMARIO  
FRANK MAZZA  
PAUL TORETTA

Referred to Appointments Committee  
Referred to Education Committee

12. To consider and act upon the following resolution, requested by the First Selectman and approved by the Board of Selectmen.

RESOLVED, that the lease between the Town of Greenwich and Greenwich Adult Day Care, Inc., be approved, and the terms and conditions of said lease to be the same as those contained in the lease agreement attached to the explanatory comments for this item.

FURTHER, RESOLVED, that the First Selectman be and is hereby authorized to execute said lease for and on behalf of the Town.

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

Dated at Greenwich, Ct  
September 6, 2004  

THOMAS J. BYRNE  
MODERATOR  
CARMELLA C. BUDKINS  
TOWN CLERK