



The Nathaniel Witherell
TOWN OF GREENWICH
CONNECTICUT

**Board of Directors
Special Meeting
Minutes
August 8, 2008, 10:00 am**

Present: David Ormsby (phone), Chairman; Chris Thurlow, Vice Chairman; Thomas Saccardi, Secretary; David Ayres; Lloyd Bankson (phone); Patricia Burns; Bruce Dixon; Frank Scarpa (phone); Paul Toretta; Francis Walsh, MD, TNW Medical Director; Lin Lavery, Board of Selectmen

Staff: William Kowalewski, Executive Director; Lynn Bausch; Raymond Augustine, Director of Financial Operations; Susan Welsh, Director of Admissions; Margaret Wayne, Assoc. Director of Nursing; Mary Bruce, Recreation Director; Jack Hornak, Facilities Operations Manager; Carol Kellogg, TNW Infection Control Special Svc RN; Jeffrey Enchura, Director Dining Services; AiLinh Tu, Rehabilitation Director; Charity Poth, Development Director FNW

Also: Dik Glass (phone); Leslie Tarkington, BET; Ken Henderson; Joyce Jordan, Family Council; Harry Monies, Chairman Family Council; Jimmy G. Latham, TOG Purchasing; Irene Theriot, Vice Chairman Family Council; Stephen Soler, TNW TOG Building Committee; H.A. Fox, TNW TOG Building Committee; Ashley Demain, Project Assistant for Project Renewal Witherell; Mary Anne Chiappetta, Family Council; Christopher Theriot, Family Council; Meredith Blake, GreenwichTime; John Wayne Fox (phone), Town Attorney; Peter Bachmann (phone), BL Companies

Mr. Ormsby calls the meeting to order at at 10:04 am in TNW Board Room.

Chairman's Instructions

Mr. Ormsby states that the purpose of this meeting is to consider, as required by Town Charter, the recommendation of the Town Building Committee to hire BL Companies as the design architect for Project Renew.

The purpose of the meeting is not to consider other possible firms for that role. A number of questions have arisen as to how the Building Committee and the Town Purchasing Department have arrived at this selection. The purpose of this meeting is not to review or critique that process.

If the recommendation of BL Companies is approved, much work remains to be done in negotiating and executing contracts.

If the recommendation of the Architect Selection Committee is not approved by the Board, the Board may not choose another in its place, the Building Committee returns to square one.

A number of questions remain that were not asked during the interview process – Mr. Ormsby has a proposed methodology for resolving those issues. Mr. Ormsby suggests a committee of himself, Ms. Chris Thurlow and Mr. Paul Toretta, to evaluate the responses to some of the questions. At the same time Purchasing will be proceeding with developing some form of Architectural Services contract. By the time this contract is complete and agreed upon, all remaining questions the Board may have with respect to BL, will have been answered.

Mr. Ormsby proposes that the Board deal with this issue as follows:

Mr. Thomas Saccardi will address in his judgement why the Building Committee has chosen BL. Mr. Ormsby states that Ms. Leslie Tarkington is an opponent to the appointment of BL; therefore, following Mr. Saccardi she will have the ability to discuss why she voted against it. Following Mr. Saccardi and Ms. Tarkington, Mr. Paul Toretta of the TNW Building Committee and Mr. Bill Kowalewski will both speak to the issue.

A limit of 10 minutes each will be imposed on Mr. Saccardi and Ms. Tarkington. A limit of 5 minutes each will be imposed on Mr. Toretta and Mr. Kowalewski.

Mr. Thomas Saccardi makes a motion to accept BL Companies as the Architect for Project Renew.

To this motion, Mr. Ormsby suggests amending the motion, that it be contingent on the responses to the questions still pending for BL Companies. Ms. Patricia Burns states that with a motion on the table with a 2nd, the Board must vote on this motion before accepting any amendments.

Mr. Saccardi suggests he would rather see the amendment made as a 2nd motion if necessary.

Ms. Lin Lavery, Selectman, asks the question of Mr. Ormsby if he is developing this new committee to re-evaluate the committee's selection. She was under the assumption that today's special meeting was convened for that purpose of accepting or not accepting the committee's recommendation.

Mr. Ormsby confirms that it is the purpose of this meeting to decide on this recommendation. Some questions have been raised that some feel should have been raised during the interview process.

Mr. Thomas Saccardi – Discussion

Mr. Saccardi begins with an overview of "how we got here today". He highlights some of the points made by Mr. Dik Glass in his memo of the night before to TNW Board members:

- Vote of the TOG Building Committee: 7 yes, 1 no, 1 abstention to recommend to this Board the selection of BL Companies as the architect
- Based on:
 - 3 stage process:
 1. Receipt of RFP
 2. Interview
 3. Final Design Presentation
- Jim Latham, TOG Purchasing, has stated that one finalist received the highest rated proposal, that same finalist received the highest rated interview, that same finalist received the only unanimous vote to present the design plan and that same finalist received the highest rated design plans. On that basis, the Architect Evaluation Committee voted for BL Companies.
- Mr. Glass noted that the TOG Purchasing Department administers the process throughout. There were questions regarding the appropriateness and validity of this process within the Evaluation Committee and the general Building Committee. Because of these questions the vote was delayed until John Wayne Fox, Town Attorney and Jim Latham could be present to answer specific questions about the validity and appropriateness of the process – it was established that proper Town of Greenwich policies and procedures had been followed appropriately and exactly.
- As a result, as Mr. Glass stated, the Building Committee determined that BL Companies has the financial, municipal, skilled nursing facility healthcare, design, building, technical, mechanical, engineering, and the correct team to complete this assignment.
- BL Companies:
 - Connecticut based, Meridan
 - Fully integrated architect and engineering and environmental design firm – a huge advantage
 - Extensive Connecticut experience in public and private sectors, therefore has had much experience dealing with the State
 - Responsiveness to initial questions was a big advantage of BL

- All 3 finalists had proposed as their program consultant Bardwell, an exceptional Hospital consultant – When we asked the firms what their specific SNF experience was, and it was determined that this experience was limited, to BL's credit they brought in DiMella Schaffer because of their extensive specific SNF experience

Although Mr. Saccardi does not see them as financially weak, we should ask for 2007 Financial statements

We are selecting an architectural firm, not a final design nor floor plan. We are not here to discuss FAR – we expect that the architects will do their research and follow all legal requirements.

We are not choosing a “joint venture”, we are choosing an architect.

The architects job will be to study our facility, to review RAMSA report, to interact with everyone, staff and residents, to develop a design within financial restraints and structural and mechanical limitations.

Mr. Saccardi states that BL Companies can do what we are asking for, responsibly, with skilled nursing facility expertise and in consideration of all aspects that we need to have considered.

Mr. Saccardi recommends BL Companies.

Questions from Lin Lavery:

1. who authored the questions to BL Companies?
2. can we call BL now and ask them to answer the questions?

Ms. Leslie Tarkington – Discussion

Ms. Tarkington speaks in support of The Nathaniel Witherell as a Town department, its importance as a final home for Town residents, its superb and caring staff and its long-term viability.

Ms. Tarkington feels none of the 3 final design presentations hit the mark. She feels BL seriously missed the serious tone of TNW's specifications and its financial constraints. She is unclear as to whether the committee is choosing a firm or a plan.

Ms. Tarkington thanks Mr. Latham for the information on the process, but states that she feels the Building Committee should have received more information sooner.

Ms. Tarkington agreed with Mr. Toretta's statements made during a Building Committee meeting that the final design books of the 3 architects should have been made available to committee members prior to presentation.

Ms. Tarkington states that it is her belief that the BL site visit to TNW was neither noticed nor disclosed to Committee members.

Mr. Ormsby asks Ms. Tarkington to not critique the process that got us where we are today – the point of this meeting is to make a decision on the architect recommendation by the Building Committee.

Ms. Tarkington speaks to the square footage of the project.

Ms. Tarkington states that if BL is chosen she will support it. She says they have no Greenwich experience, having discussed with several Town department heads.

Ms. Tarkington states that TNW is a 107 year old facility. It has survived due to the fact that its space is adaptable, it is reasonable to operate, and it has been reasonably maintained. It desperately needs renewal.

Ms. Tarkington' recommendations/conclusions:

- \$37M project – this is the 2nd largest Town project – it will be the most difficult because it will continue to be occupied while renewed.
- She feels the questions outlined in an email from Mr. Ormsby are indeed good questions on the Board's behalf.
- Should all decisions/votes wait until there is a new Building Committee Chairman?
- Perhaps what is needed is a study/business plan by DiMella Schaffer

Mr. Peter Bachmann, BL Companies joins the Conference Call

Mr. Chris Thurlow asks Ms. Tarkington if she informed the Building Committee of her beforementioned reservations. The answer was yes, the Building Committee was made aware prior to their vote for recommendation.

Mr. Paul Toretta – Discussion

Mr. Toretta states as the TNW Board of Directors, the Town Charter says we have a responsibility to due diligence, and a fiduciary responsibility to the Town of Greenwich.

Mr. Toretta states that he is not an advocate nor an opponent of BL Companies.

Mr. Toretta believes the questions in Mr. Ormsby's email should definitely be asked of BL Companies. Mr. Toretta believes the Board should slow down, ask questions, not rush to decision – that the charter states the BOD has a duty to TNW and the Town. He states that if the decision is pushed through then the job has not been done and the duty has not been done to the Town.

He wants BL to have the time to answer the questions we are posing to them.

Bruce Dixon suggests excusing Mr. Bachmann from this part of the discussion.

At this point in the meeting Mr. Ormsby requests that Mr. Peter Bachmann, BL Companies retire from the conference call and we will contact them with anything further if necessary.

Mr. Ormsby requests that anyone who is not a director retire from the conference call.

Mr. Wayne Fox left the conference call at this point, but was asked to rejoin momentarily.

Mr. William Kowalewski – Discussion

Mr. Kowalewski begins by saluting and commending both the TOG Building Committee and the Architect Evaluation Committee for their recommendation.

Mr. Kowalewski has no doubt that they have chosen the most experienced nursing home architect, his statement based on years of healthcare building exposure.

Mr. Kowalewski has been involved in healthcare construction in his career in excess of \$200M

The five final design concepts presented were not the final design for TNW. They were conceptual. Based on that, Mr. Kowalewski feels that question 6-9 do not pertain.

Mr. Kowalewski speaks to all of the stake holders in what the new Witherell will be like. He states as the Board of Directors we all look toward you to advocate for the stakeholders. It is the Board that we look to advocate for us by voting your approval of BL today. Mr. Kowalewski speaks how the staff present at this meeting has worked so diligently and caringly, knowing their reward will be Project Renew.

Mr. Kowalewski speaks of all family members also present who have been loyal to TNW, knowing that all of our goals are aligned equally. Mr. Kowalewski asks that the Board prove that to them today by voting to accept BL as the architect for Project Renew.

Mr. Kowalewski talks about the facility, and how the building is speaking to us. We lose admissions because some do not like the look of our building and do not give us the opportunity to demonstrate the fine care in this facility.

He states that we are all advocates for our residents. The Board has a responsibility today to do the right thing for the right reason: our residents.

Mr. Kowalewski states that the right thing is to vote to approve the recommendation of BL Companies and move the job forward today.

Mr. Kowalewski states:

- We need to give our residents person centered environment
- We need to give our residents more privacy
- We need to give our residents a more home-like setting
- We need to give our residents more access to our property
- We need to give our residents more independence
- We need to give our residents more self control
- We need to give our residents a greater sense of community
- We need to give our residents an approval of BL architects, today

At this point in the meeting Mr. Ormsby asks to spend some time on the list of questions for BL as outlined in the beforementioned email:

- BL should provide their 2007 financial records
- Understood that DiMella Schaffer would be used in a consultative manner by BL
- Last four questions will be addressed during early negotiations with BL

Mr. Dixon at this point moves the question, it is seconded and unanimously approved.

Mr. Thomas Saccardi makes the motion that the Board of Directors vote to accept BL Companies. The motion is seconded and adopted unanimously.

Mr. Ormsby polls the Board members:

Christopher Thurlow yes	David Ayres yes
Patricia Burns yes	Paul Toretta abstention
Thomas Saccardi yes	Lloyd Bankson yes
Frank Scarpa yes	Bruce Dixon yes
David Ormsby yes	

8 in favor
0 opposed
1 abstention

The Board approves the recommendation to accept BL Companies as architect.

Questions will be forwarded to Town Purchasing Department for answers and clarifications. These responses will not affect the vote to accept BL.

Mr. Dik Glass asks to clarify:

That the Board of Directors of The Nathaniel Witherell has voted in the affirmative to select BL Companies as the architect for Project Renew.

The Board will send any questions they have for BL to them via the Town Purchasing Department, this will not affect the vote to accept the recommendation of BL Companies.

Mr. Ormsby will inform Mr. Latham as to who should receive the responses to the questions posed to BL Companies.

Motion is made to adjourn this meeting, seconded and unanimously approved.

Meeting is adjourned at 11:00 am.

Respectfully Submitted,

Thomas Saccardi
Secretary
September 24, 2008