

IN BOARD OF SUDBURY SELECTMEN
TUESDAY, FEBRUARY 3, 2015

Present: Chairman Charles C. Woodard, Selectman Lawrence W. O'Brien, Selectman Robert C. Haarde, Selectman Leonard A. Simon, Vice-Chairman Patricia A. Brown and Town Manager Maureen Valente

The statutory requirements as to notice having been complied with, the meeting was convened at 7:31 p.m. in the Silva Conference Room at the Flynn Building.

Opening Remarks

At 7:31 p.m., Chairman Woodard opened the meeting. He announced there are several positions open for the upcoming Town Election on March 30, 2015, and he encouraged interested candidates to file papers. Chairman Woodard announced Vice-Chairman Brown and Selectman Simon will conduct Board of Selectmen Office Hours on February 9, 2015 at 9:00 a.m. at the Fairbank Senior Center. He also encouraged residents to return their Census forms and to get their dogs licensed.

Reports from the Town Manager

Town Manager Valente thanked the Department of Public Works and Public Safety Departments for their dedicated service during the recent winter storms. She reminded residents to exercise caution while driving. She also thanked the skeleton Town staff who worked yesterday to process tax payments and to finalize warrant articles. Ms. Valente stated budget hearings are underway.

Town Manager Valente stated she contacted the Board of Selectmen to tell them she will be resigning to accept a new position with the State Treasurer's Office. She has very mixed feelings about leaving so many people she has enjoyed working with. Ms. Valente stated her emphasis in the time remaining will be on budget work and Town Meeting preparation. She wished Sudbury and its residents well for the future.

Reports from the Board of Selectmen

Vice-Chairman Brown stated the Vocational Education Options Committee finalized its report which was presented on January 28, 2015, and it is now posted online. She attended the Community Preservation Committee (CPC) meetings regarding FY16 funding for proposed projects.

Selectman Simon attended a meeting on January 31, 2015 regarding the Community Center Task Force and the Fairbank Building. He also attended the Town Rail Trail Forum on January 22, 2015, and he thanked the Planning Department for its work coordinating the Forum. Selectman Simon stated he attended a Sudbury Public School Committee Meeting followed by an Executive Session regarding collective bargaining.

Citizen's Comments

At 7:40 p.m., Chairman Woodard recognized Sudbury citizen John Beeler, 57 Wagonwheel Road.

Mr. Beeler stated it is with mixed emotions that he is addressing the Board about matters which have concerned him for a while. He stated he has served the Town for over 26 years in several capacities, but he has never witnessed behavior such as he sees now. Mr. Beeler stated he has observed a lack of mutual respect between elected officials and a hostile environment has been created. He would like to think people could be mature enough to learn how to disagree without being disagreeable. Instead, Mr. Beeler has observed severe pettiness, a lack of team spirit, and a willingness to look better at someone else's expense. He believes that becoming an elected official does not give someone the right to demean someone else in public, as has been done to Selectman Simon. Mr. Beeler asked if this feud will ever end and whether Board members will act as

if they “have each other’s back.” He expressed his outrage for the invasion of Selectman Simon’s privacy and personal property with actions which should have been investigated by the Police Department. He stated Selectman Simon does not deserve to be treated in such a manner, and he believes there are those in Town who know who is responsible for the incident. Mr. Beeler stated he cares about the Town and the work done by the Board. He believes the Board has a responsibility to serve the people by doing its job better.

Mr. Beeler also thanked Selectman O’Brien and Town Manager Valente for their years of service, noting there will be a combined void of 30 years of experience when they are gone. He highlighted Ms. Valente’s professionalism, always knowing she was never in a popularity contest, and always choosing to do her job well and with the utmost of integrity. Mr. Beeler told Ms. Valente she can feel good about what she has accomplished in Sudbury.

At 7:53 p.m. Chairman Woodard recognized Sudbury citizen Ralph Tyler, One Deacon Lane.

Mr. Tyler stated he filed a petition article yesterday for Town Meeting regarding “Refinements To Sudbury’s Means Tested Senior Citizen Property Tax Relief,” and he distributed copies to the Board. He believes some matters should be revisited prior to making the pilot program a permanent program.

At 7:56 p.m. Chairman Woodard recognized Sudbury citizen and former Selectman John Drobinski, 94 Woodside Road.

Mr. Drobinski congratulated Town Manager Valente on her new job, noting she should be proud. He also stated Sudbury should be proud of all the things that have been accomplished during her 15-year tenure, and that her talents and expertise were tapped for a position at the highest of State levels. He believes it is important to acknowledge what an incredible town Sudbury is, and that this message is given in a cohesive manner to a new Town Manager.

At 7:59 p.m., Chairman Woodard welcomed Sudbury resident Michael Fee, 48 Henry Mill’s Lane.

As Buddy Dog’s attorney, Mr. Fee stated he has been asked by his client to inform the Board that Buddy Dog voted at its last meeting to hold in abeyance any permitting actions for 6-12 months for the Wayside Inn Road location and to explore other options.

Chairman Woodard stated this is very welcomed news for many in the community.

Public Hearing: PTT Restaurant, Inc. d/b/a Chili Basil Restaurant – New Officer/Director

Present: Chili Basil Proposed New Director Tharanee Rojthanasirivanich and Attorney Tim Monahan

At 8:00 p.m., Chairman Woodard opened the Public Hearing regarding the request to approve New Officer/Director Tharanee Rojthanasirivanich as president of the corporation and a Transfer of Stock of 750 shares in the corporation from Paiboon Srimahakosol to Tharanee Rojthanasirivanich for the price of \$1.00 for PTT Restaurant, Inc. d/b/a Chili Basil Restaurant at 385 Boston Post Road. The Board was previously in receipt of copies of a letter from Kerstein, Coren & Lichtenstein, LLP dated January 1, 2015 and the application for transfer and accompanying materials.

The applicant’s attorney Tim Monahan explained this request is related to a separation agreement between Ms. Rojthanasirivanich and her former husband. He further explained there is a minority 25% owner, and Ms. Rojthanasirivanich would own 75%.

The Board wished Ms. Rojthanasirivanich well with the continuation of the restaurant.

It was on motion unanimously

VOTED: To approve New Officer/Director Tharanee Rojthanasirivanich as president of the corporation and a Transfer of Stock of 750 shares in the corporation from Paiboon Srimahakosol to Tharanee Rojthanasirivanich for the price of \$1.00 for PTT Restaurant, Inc. d/b/a Chili Basil Restaurant at 385 Boston Post Road. No alterations to the premises are planned. The described premises are as follows: one floor with kitchen, dining area, office, sidewalk dining area; one entrance on south side and one entrance on north side.

Town Manager Resignation – Discussion and Next Steps

At 8:04 p.m., Chairman Woodard opened a discussion regarding the resignation of Town Manager Valente and the next steps required by the Town. The Board was previously in receipt of copies of a letter from Ms. Valente dated January 26, 2015. He stated Ms. Valente has set a high bar of excellence for her successor, noting the many awards received by Sudbury under her leadership. Chairman Woodard stated her State job is a well-deserved promotion.

Selectman Simon thanked Ms. Valente for her guidance and assistance as he assumed the role of Selectman.

It was on motion unanimously

VOTED: To waive one day of the resignation notice period required in the Town of Sudbury contract with Town Manager Maureen Valente, noting the last day of work to be February 27, 2015.

Chairman Woodard stated the Board will discuss at its next meeting other related issues such as appointment of an Interim Town Manager, negotiating a contract, and the Town Manager search process. He emphasized there is not a lot of time to cover a lot of ground, but the Town is fortunate to have a highly competent Assistant Town Manager in Maryanne Bilodeau, who has been in her position for four years. Chairman Woodard stated he contacted an Executive Search Company to ask some preliminary questions, and it is possible the process could take four or five months. He also suggested the Board might want to consider if the process should be delayed until the next Board is seated. Chairman Woodard noted candidates will consider Sudbury a favorable position, and thus, many qualified applicants are expected.

Town Manager Valente noted most communities issue a Request for Proposal (RFP).

Selectman Haarde stated he will not be at the Board's February 10, 2015 meeting. He suggested the full Board could meet in Executive Session to discuss parameters for negotiating a contract before a Board subcommittee is formed. Chairman Woodard stated he would ask that an Executive Session meeting be coordinated for next week.

Selectman O'Brien suggested the Town should really consider what experience will be most important in the years to come and try to provide some of this information in the RFP. He also thanked Ms. Bilodeau for her willingness to step into the interim role.

Vice-Chairman Brown asked what Ms. Bilodeau will need to do for back-up to continue to fulfill all her responsibilities. She also asked if this would be the time for the Board to also consider if it wished to have yearly evaluations of the Town Manager. It was noted Ms. Bilodeau would likely need to bring on additional help.

Selectman Simon stated it is important to consider all the moving parts to this process carefully. He also noted it is important to know if there are promotions from within which would be appropriate to consider.

Town Auditors – Fiscal Year Ended June 30, 2014 Report

Present: Andrea Terkelsen, Town Finance Director/Treasurer; Christine Nihan, Town Accountant

At 8:31 p.m., Chairman Woodard welcomed Town Finance Director/Treasurer Andrea Terkelsen and Town Accountant Christine Nihan to the meeting.

Ms. Terkelsen stated it had been tonight's intent for the Town's auditing firm, CliftonLarsonAllen, LLP, to present the FY14 Report. However, the presentation must be rescheduled due to illness. The Board was previously in receipt of the "Town of Sudbury, Massachusetts GAO and OMB A-133 Reports for the Fiscal Year Ended June 30, 2014," "Town of Sudbury, Massachusetts Management Letter June 30, 2014," and the "Town of Sudbury, Massachusetts Comprehensive Annual Financial Report For the Fiscal Year Ended June 30, 2014." She asked the Board to consider accepting the financials tonight to facilitate posting the information to the Town website. Ms. Terkelsen further noted the information was already shared with the Finance Committee.

Chairman Woodard noted there were no grave deficiencies mentioned in the Management Letter, and, in most instances where a weakness was mentioned, the Town is already working on improvements.

In response to a question from Vice-Chairman Brown, Ms. Terkelsen explained the role of the auditors to audit systems and controls checking that all the information has substantially been stated correctly.

It was on motion unanimously

VOTED: To accept the audited financial statements for the Town of Sudbury for the fiscal year ending June 30, 2014. Said statements include Sudbury's Comprehensive Annual Financial Report, Management Letter, and GAO and OMB A-133 (single audit) reports.

Raytheon Closing – Joint Discussion with Sudbury's Planning Board

Present: Planning Board Chairman Craig Lizotte and Planning Board Vice Chairman Peter Abair and members Chris Morely, Martin Long, Stephen Garvin, Dylan Remley and Director of Planning and Community Development Jody Kablack

At 8:39 p.m., Chairman Woodard welcomed members of Sudbury's Planning Board to the meeting to continue the discussion held in November 2014 regarding the future closing of the Raytheon Corporation facility. The Board was previously in receipt of copies of a letter from Sudbury's Planning Board Chairman Craig Lizotte dated January 20, 2015, a memorandum from Director of Planning and Community Development Jody Kablack to the Planning Board dated December 10, 2014 and accompanying information.

Sudbury's Planning Board Chairman Craig Lizotte stated Director of Planning and Community Development Jody Kablack has been in direct contact with Raytheon and has provided useful information. He explained Raytheon has solicited proposals for private use of the property, and it has narrowed responses down from twenty to two. Chairman Lizotte stated one potential buyer suggested reusing the property as is, but Raytheon thought the plan was not viable.

Chairman Lizotte referenced the Planning Board's January 20, 2015 letter, stating the hope is for the two Boards to present Raytheon with directions for the future which would be acceptable to the Town. He noted a limiting factor regarding the site is the current wastewater capacity of 50,000 gallons per day. Chairman

Lizotte stated a possibility is the area could be redeveloped for rental housing with at least 25% affordable units and all units counting towards the Town's 10% mandate. He also summarized the other sections of the letter regarding mitigation and permitting, noting the Town could choose to work cooperatively with a developer.

Planning Board member Chris Morely stated the property could be considered for a phased development approach, combining future development with a Route 20 sewer project. Chairman Lizotte stated that, if there were a Route 20 sewer, it would change the type of buyers looking at the property. It was noted the current assessment is approximately \$24 million, but it is expected the sale price of the property will be lower.

Director of Planning and Community Development Jody Kablack mentioned another option to consider is district increment financing (DIF), which is a mechanism to fund infrastructure by creating economic opportunities, and it is possible a Route 20 sewer system could be eligible. Ms. Kablack explained it is a locally driven process, which allows for borrowing the anticipated additional tax revenues over time from the new development.

Planning Board Vice-Chairman Peter Abair explained it is not a tax increase, but rather a way to capture the anticipated tax revenue increases to pay for the bond.

Selectman Haarde stated the DIF is a financing vehicle which uses the future tax base value as collateral. However, he further highlighted the loan still has to be paid.

Mr. Abair stated you would likely only pursue a DIF, if there were a firm commitment for a viable anchor tenant. In response to a question from the Board he also stated there are DIF caps to be considered.

Selectman Simon asked if the DIF could be expanded after it is defined. Ms. Kablack stated it is likely it could be possible with a Town Meeting vote.

Mr. Morely explained a local initiative Chapter 40B developer will know exactly what he is getting into and the Board would know exactly what it is getting. He also stated 50 acres is a large site and it can handle a mix of uses, including retail, housing and possibly recreation.

Chairman Lizotte stated he does not think the Town should be telling Raytheon how many housing units to build on the property, but rather this should be driven by the market.

Selectman Haarde stated he believes the Town can tell Raytheon what it is interested in on a high level. Under the Permitting section of the draft letter, he asked to change the word "endorse" to "consider" in the first bullet point. Chairman Lizotte suggested the language could reflect the Town would consider endorsing a project if it helps the Town to achieve its affordable housing goals.

Chairman Woodard suggested Chairman Lizotte and the Planning Board revise the draft letter to reflect tonight's suggestions, circulate a new version to members of both Boards, and review the letter again at the Selectmen's February 24, 2015 meeting.

Mr. Morely emphasized the intent is not to avoid the Town Meeting process, but rather this is an attempt by the Town to get more of what it wants in the long-term.

Vice-Chairman Brown asked if it is obvious the property is not zoned for housing. Chairman Lizotte stated any developer bidding on the property would have their “eyes wide open.” It was noted a Chapter 40B development would be likely deemed as the easiest and most economical way to go.

Mr. Abair stated the only other way to pursue housing would be through an overlay zoning process, which would need to go through a Town Meeting and would take longer.

Sudbury’s Planning Board – Transfer of Site Plan Approval - Discussion

At 9:25 p.m., Chairman Woodard opened a Board discussion with Sudbury’s Planning Board regarding recommending a potential change to the Town’s bylaws to transfer site plan approval from the Board of Selectmen to the Planning Board. The Board was previously in receipt of copies of a draft Warrant article to “Amend Zoning Bylaw, Article IX – Site Plan Authority Change from Board of Selectmen to Planning Board.” He noted that, in most communities in the State, approval sits with the Planning Boards. He further noted this is being broached because there has been concern expressed that the Selectmen might have a conflict commenting on the Buddy Dog relocation issue if it is the Site Plan approval authority. Chairman Woodard asked if the Planning Board would entertain a change.

Chairman Lizotte stated the Planning Board would welcome the transfer of authority back to the Planning Board. He emphasized the expertise of the Planning Board members (lawyer, engineers, real estate professionals) is well suited to this task.

Vice-Chairman Brown stated this idea was broached over a year ago, and the Selectmen were not comfortable relinquishing their role. However, Selectman O’Brien noted this was when there was still a three-member Board of Selectmen. He suggested the Selectmen could still be on the Planning Board’s distribution list if a commercial site plan application is received.

Director of Planning and Community Development Jody Kablack stated the Town has robust regulations for bylaws and this might be an option as well. She stated she would discuss the options with Town Counsel.

Selectman Haarde emphasized that, especially for commercial projects, he would want the Planning Board to take seriously the “face” of Sudbury which is being created for the future.

Selectman Simon stated the Planning Board members have better expertise for the task, and he has high confidence in them.

The consensus was for the Selectmen to consider this and vote its position when it votes on the Warrant articles.

Melone Property Redevelopment Advisory Committee – Delay Formation

At 9:34 p.m., Chairman Woodard opened a discussion regarding delaying the formation of the Melone Property Redevelopment Advisory Committee. He suggested the Town should get a better understanding of what will happen with affordable housing at the Raytheon property before it pursues options at Melone. Chairman Woodard stated he does not believe it makes sense to spend taxpayers’ money on something that might be accomplished at the Raytheon site.

Selectman Haarde asked if a portion of the Melone property could be pursued now for recreational purposes. He suggested the Park and Recreation Commission be asked to work on a recommendation for Melone.

Selectman Simon stated the Davis Field project is being presented this year. He believes the Town needs to better understand what will be done with Raytheon before money is spent on the Melone property.

Selectman O'Brien stated there are many loose ends regarding Melone which need to be worked on.

It was on motion unanimously

VOTED: To delay the formation of the Melone Property Redevelopment Advisory Committee, to notify prospective candidates of the delay, and to reevaluate this delay in approximately six months.

Audit Services- RFP Results and Award Contract

Present: Finance Director Andrea Terkelsen and Town Accountant Christine Nihan

The Board was previously in receipt of copies of a memorandum to Town Manager Valente from Finance Director Andrea Terkelsen and Town Accountant Christine Nihan dated January 22, 2015, the "Results – RFP for Audit Services dated January 2015" report, the Town of Sudbury Request for Proposals: Audit Services," and the "CLA Price Proposal."

Ms. Terkelsen summarized the process which included developing a Request for Proposal last October. She stated six responses were received, and three were considered top-tier. Ms. Terkelsen stated contracts are usually negotiated for three-year periods. She stated the recommendation is to award a three-year contract to CliftonLarsonAllen, LLP. In response to a question from the Board, Ms. Terkelsen explained a new managing partner from the firm would be assigned to Sudbury.

Selectman Haarde suggested that, with so many pending Town transitions, perhaps, this contract should not be awarded until there is a new Town Manager.

Selectman O'Brien stated by voting this now it would take one item off the plate of the new Town Manager.

Ms. Terkelsen noted a longer-term contract allows the Town the opportunity to lock in the fee structure for a longer time. She also noted the audit process needs to start before June 30, 2015. At a minimum, the Board should consider awarding a one-year contract.

Chairman Woodard noted the recommended firm ranks high in all categories. He agreed with Selectman O'Brien that this could be one less thing for a new Town Manager to attend to. Chairman Woodard supported Ms. Terkelsen's recommendation.

Selectman Simon agreed the firm is top-ranked, and he thinks it would be advisable to have this settled for the year.

Vice-Chairman Brown asked if other peer communities use the recommended firm. Ms. Terkelsen stated many do.

It was on motion

VOTED: To approve award of contract by the Town Manager for audit services to be provided for FY15, FY16, and FY17 by CliftonLarsonAllen, LLP subject to negotiation and approval of Town Counsel, as

recommended by the Finance Director and the Town Manager, provided there is no additional cost for an early termination with proper notice.

Selectman Haarde opposed the vote.

2013 LAND Grant – Grant Conservation Restrictions

The Board was previously in receipt of copies of two memoranda from Director of Planning and Community Development Jody Kablack dated January 20, 2015 and January 30, 2015. In addition, copies of a Warrant article submitted for the February 2, 2015 deadline were distributed tonight.

Town Manager Valente explained Ms. Kablack worked with Town Counsel to submit the Warrant article on time.

It was on motion unanimously

VOTED: To submit a warrant article to authorize the Board of Selectmen to grant conservation restrictions on property previously acquired with CPA funds, as required by the 2013 LAND Grant received for Pantry Brook Farm. Properties include: Cutting Recreation Field, Libby Property, Dickson Property, and 15 Hudson Road.

Open Meeting Law Attorney General Report – Board of Selectmen’s September 10, 2014 Citizens’ Comment Period

At 10:14 p.m., Chairman Woodard opened a discussion regarding an Open Meeting Law Attorney General Report on the complaint concerning the Citizens’ Comment Period at the Board’s September 10, 2014 meeting. The Board was previously in receipt of copies of a letter from the Commonwealth of Massachusetts Office of the Attorney General dated January 16, 2015.

Chairman Woodard briefly reviewed the relevant events of the September 10, 2014 meeting and he summarized the response from the Attorney General. He noted the mistake he made in not anticipating a discussion for the agenda, and he stated he will not make it again.

Open Meeting Law Complaint – Discuss Attorney General Report on the Handling of Open Meeting Law Complaints

At 10:17 p.m., Chairman Woodard opened a discussion regarding the Attorney General Report on the handling of Open Meeting Law complaints. The Board was previously in receipt of copies of a letter from the Commonwealth of Massachusetts Office of the Attorney General dated January 16, 2015.

He summarized the Attorney General’s finding, noting the Board has since worked to solve the problem by implementing a new procedure.

Selectman Simon suggested Town Counsel could review the new process at the Board’s next meeting.

Sudbury Celebrates 375/Sudbury Day Committee - Disband

It was on motion unanimously

VOTED: To disband the Sudbury Celebrates 375/Sudbury Day Committee, and also to thank the members for their excellent work commemorating Sudbury's 375 Anniversary.

Bullfinch's Restaurant – Special Outdoor Entertainment Permit

It was on motion unanimously

VOTED: As the Licensing Authority for the Town of Sudbury, to approve the application of Bullfinch's Restaurant, 730 Boston Post Road, for a special outdoor entertainment permit to conduct weeknight soft jazz performances on June 22, July 13, July 27, August 10, August 24 and September 14, 2015 from 6:00 PM until 9:00 PM.

Minutes

It was on motion unanimously

VOTED: To approve the Regular Session Meeting Minutes of January 13, 2015 and the Executive Session Minutes of January 13, 2015 and January 20, 2015.

The Sudbury Foundation – Grant

It was on motion unanimously

VOTED: To accept, on behalf of the Town, a grant of \$18,000 from the Sudbury Foundation, as requested by Marilyn Martino, Executive Director, in a memo dated December 29, 2014, to enable the Council on Aging to continue to fund the Senior Volunteer Coordinator position, said funds to be expended under the direction of the Town Manager.

Cheri Cavanaugh Fund – Donation

It was on motion unanimously

VOTED: To accept, on behalf of the Town, a \$268 donation from the Sudbury United Methodist Church to the Cheri Cavanaugh Fund, (as requested by William C. Murphy, Board of Health Director, in a memo dated January 7, 2015), said funds to be expended under the direction of the Board of Health.

Sudbury Historic Districts Commission – Re-appointment

It was on motion unanimously

VOTED: To reappoint Lee Swanson, 55 Hudson Road, to the Historic Districts Commission for a term ending January 1, 2020, as requested by Fred Taylor, Chair, in a memo dated January 9, 2015.

Boy Scout Troop 63 – Eagle Scouts

It was on motion unanimously

VOTED: To enter into the Town record and congratulate Vikram Venkatesh Gopal, and William Newton Dunphy, of Troop 63, to be recognized at a Court of Honor at the Goodnow Library, February 7, 2015, 2:30 p.m., for having achieved the high honor of Eagle Scout.

The Sudbury Valley Trustees – Gift

It was on motion unanimously

VOTED: To accept a gift in the amount of \$66,000 from the Sudbury Valley Trustees towards the purchase of the Johnson Farm property, 189 Landham Road.

Sudbury Fire Department – Advanced Life Support Program – Award Contract

It was on motion unanimously

VOTED: To approve award of a two-year contract to Girard & Associates, LLC by the Town Manager as a sole source procurement for services to be provided for the Fire Department's Advanced Life Support program involving quality assurance/quality control, in the amount of \$16,900 per year.

There being no further business, the meeting adjourned at 10:18 p.m.

Attest: _____
Maureen G. Valente
Town Manager-Clerk