

IN BOARD OF SUDBURY SELECTMEN
TUESDAY, MARCH 10, 2015

Present: Chairman Charles C. Woodard, Selectman Robert C. Haarde, Selectman Leonard A. Simon, Vice-Chairman Patricia A. Brown and Interim Town Manager Maryanne Bilodeau

Absent: Selectman Lawrence W. O'Brien

The statutory requirements as to notice having been complied with, the meeting was convened at 7:31 p.m. in the Lower Town Hall, 322 Concord Road.

Opening Remarks

At 7:31 p.m., Chairman Woodard opened the meeting. He announced the Town Election is March 30, 2015, and the registration deadline is tonight at 8:00 p.m. Absentee ballots will be available until 5:00 p.m. on March 27, 2015. He also announced there will be a Diabetes Alert Day sponsored by the Board of Health on March 18, 2015 at the Flynn Building and the Department of Public Works (DPW) Building. Chairman Woodard stated Sudbury's Medical Reserve Corps is in need of volunteers. He also announced Board of Selectmen Office Hours will be held March 16, 2015 at the Fairbank Senior Center at 9:00 a.m. by Chairman Woodard and Selectman Haarde. Chairman Woodard announced Finance Director Andrea Terkelsen has accepted a new position in Dedham, and she will resign her Sudbury duties effective March 25, 2015. He thanked her for her years of service to the Town and he wished her well.

Reports from the Interim Town Manager

Interim Town Manager Bilodeau stated Ms. Terkelsen will be missed. However, she stated the Town has advertised Andrea's position and interim coverage is being planned. She announced a ribbon-cutting ceremony will be held at the Sudbury Senior Center on March 25, 2015 at 11:30 a.m. in recognition of a new 12-passenger wheelchair-accessible van from the MetroWest Regional Transit Authority. Ms. Bilodeau also announced the Massachusetts Park and Recreation Association has awarded Sudbury's Assistant Park and Recreation Director Amber Comeau the 2015 New Professional of the Year Award and Sudbury's Park and Recreation Director Nancy McShea has been awarded the Peter C. O'Brien Humanitarian Award. She also stated the Town's new ambulance was put into service on February 27, 2015.

Reports from the Board of Selectmen

Vice Chairman Brown and Selectman Simon stated they attended a Metropolitan Area Planning Council (MAPC) meeting on February 25, 2015 and the Minuteman Advisory Group on Interlocal Coordination (MAGIC) Legislative Breakfast Meeting on February 27, 2015. Ms. Brown also attended a Conservation Commission hearing regarding the Bruce Freeman Rail Trail (BFRT) survey, and she and Chairman Woodard met with Wayland officials regarding the former shared septage site. She also attended a Budget Review Commission Hearing regarding Chapter 70 funding. She further stated she attended the League of Women Voters' Candidates' Night on March 4, 2015. Ms. Brown also stated Sudbury's representative on the Minuteman Regional Technical High School Building Committee Paul Lynch is coordinating a presentation at the Fairbank Building on March 31, 2015 to present Minuteman's options for renovating its facility.

Selectman Haarde stated he has attended several Lincoln-Sudbury Regional High School (L-SRHS) Executive Session Meetings regarding contract negotiations. He stated the process has not been easy, but it has been done expeditiously and with the best educational interests for Sudbury in mind. Selectman Haarde stated he was approached by a resident, who previously worked for the Sudbury Housing Authority, and who expressed concerns regarding being fired from her duties. He asked if the Board could learn more about the issue at a future agenda item. Chairman Woodard asked if there could be potential personnel issues, which

would need to be addressed in an Executive Session meeting. Interim Town Manager Bilodeau stated she would research this further.

Selectman Simon exhibited a brochure which was featured at the MAPC meeting, which highlighted Sudbury's BFRT plans. He stated he has attended Sudbury Public School (SPS) open meetings and the ongoing contract-negotiating sessions. He further stated it is hoped a mutually acceptable contract can be agreed upon with the teacher's union.

All Board members stated they attended the Farewell Reception for former Town Manager Valente on February 26, 2015.

Citizen's Comments

At 7:46 p.m., Chairman Woodard announced three citizens have requested time for comments regarding issues on tonight's agenda. He suggested the citizens make their comments within the relevant agenda item discussion, to which all three agreed.

Clerk Pro Tem

It was on motion unanimously

VOTED: To appoint Maryanne Bilodeau, Interim Town Manager, as Clerk of the Board of Selectmen.

Town Counsel – Policy for Accessing Services

Present: Town Counsel Barbara Saint Andre

At 7:48 p.m., Chairman Woodard opened a discussion regarding the draft policy for accessing Town Counsel services. The Board was previously in receipt of the revised draft and red-line versions of the "Policy on Access to Town Counsel and Confidentiality of Attorney-Client Communications." He stated the suggested revisions were related to confidentiality of communications, whether an individual Selectman could request an opinion and how other Town boards/committees should request an opinion.

Regarding the proposed initial confidentiality language, Town Counsel Barbara Saint Andre stated that according to State law, all attorney and client communication is privileged. She stated the language was added as a precaution, noting the Board is the only entity which could waive the privilege on a case-by-case basis, which is what she would recommend. Ms. Saint Andre emphasized she would not recommend waiving privilege completely by deleting the entire section from the draft policy.

Selectman Haarde stated he agrees confidentiality should be evaluated on a case-by-case basis. However, he stated he is struggling with feeling as though the policy might restrict the public from access to Town Counsel opinions. He further stated the Board is a public body, that he has been impressed with Ms. Saint Andre's opinions to date, and it is his preference to share as much information as possible with the public.

Ms. Saint Andre stated the Board could always vote in advance to ask her prospectively for an opinion which it wished to become public.

Chairman Woodard stated he would be concerned from a risk management standpoint to ask for an opinion to be made public before first reviewing the opinion.

Vice-Chairman Brown asked for clarification regarding how Town staff or another board/committee member could request an opinion. Ms. Saint Andre stated the other entity would ask the Selectmen to waive the privilege and release the confidential opinion.

Selectman Simon stated he believes having the policy in writing is helpful to the Town and its citizens. He also suggested adding a clause to clarify and protect verbal communications with Town Counsel as also being subject to attorney-client privilege. Selectman Simon also supports evaluating communications on a case-by-case basis.

At 8:05 p.m., Chairman Woodard suspended the discussion to begin a previously advertised Public Hearing.

At 8:46 p.m., Chairman Woodard resumed the discussion. He suggested, and the Board concurred, the Board asks Ms. Saint Andre any questions they have tonight and that this discussion be continued to the Board's next meeting.

Regarding an individual Selectman requesting opinions, Ms. Saint Andre stated the Board acts per a majority of the Board and not as individuals. Ms. Saint Andre stated some boards designate a point person to forward requests to Town Counsel, but most of the time it occurs through the Chair.

Selectman Haarde stated he is not sure requesting a Town Counsel opinion qualifies as being an official act of the Board.

Sudbury resident Frank Lyons, 157 Wayside Inn Road, stated the attorney for Buddy Dog asked the former Town Counsel for an opinion and he did not first go through the Board.

Sudbury resident Mary Heckman, 28 Prides Crossing Road, asked Ms. Saint Andre if she were aware of the past practices in Town for requesting a Town Counsel opinion, and that the new proposed policy is a change from the past. Ms. Saint Andre stated she was not present for past requests.

Selectman Haarde stated a lot of citizens who are interested in the Buddy Dog situation are also interested in getting a legal opinion from Town Counsel, and they have reached out to him for assistance.

Sudbury citizen Bryan Semple, 15 Revere Road, stated he does not think the new policy provides enough protection for residents to avoid another Buddy Dog situation from happening.

Public Hearing: Restaurant License for the Sale of All Alcoholic Beverages – Erica's - 470 North Road

Present: Erica's Restaurant Manager Erica Cannarozzi, the applicant's husband and Power of Attorney Samuel Cannarozzi and Sudbury Town Counsel Barbara Saint Andre

At 8:06 p.m., Chairman Woodard opened the Public Hearing regarding the application request of Carlisle River, Inc., d/b/a Erica's Restaurant, 470 North Road., Sudbury, for a Restaurant License for the Sale of All Alcoholic Beverages, under M.G.L. Ch. 138, s.12, Erica Cannarozzi, Manager, which was continued from February 24, 2015. The Board was previously in receipt of copies of an email to Ms. Cannarozzi from Leila Frank, requesting additional information and dated March 5, 2015, a "Declaration of Trust" for Sierras Realty Trust, an "Assignment of Beneficial Interest in Trust," a "Consent to Assignment of Beneficial Interest in Trust" both made September 24, 2007, a "Resignation of Trustee Certificate" dated October 17, 2007, an "Assignment of Beneficial Interest in Trust" dated April 1, 2013, a "Promissory Note" dated

March 28, 2013 from Erica Cannarozzi to Samuel Cannarozzi, a “Beneficial Interest Pledge Agreement” dated March 28, 2013, the “Application for Retail Alcoholic Beverage License” and accompanying materials and exhibits, feedback from Sudbury Department Heads, noting no objections to the request, a memorandum from Board of Health Director Bill Murphy dated February 13, 2015, noting no objections at this time and an email from Sudbury resident Jay Huber dated March 9, 2015. In addition, copies of an email from Leila Frank dated March 10, 2015 and the accompanying page two of the applicant’s Trust document, a letter from attorney Philip Slotnick dated March 10, 2015, a Power of Attorney appointment submitted by the applicant on February 24, 2015 and a letter from attorney Thomas Raftery dated and submitted February 24, 2015 were distributed tonight.

Chairman Woodard asked if the Town could deny the license application, and if so, on what basis. Town Counsel Saint Andre stated the Board would only be able to deny the request based on evidence presented. She noted a main consideration is whether the applicant has properly disclosed their beneficial interests related to the license.

Chairman Woodard stated Town bylaws allow for the application request to be denied if the property owner is also the applicant and they owe outstanding property taxes. He asked Town Counsel if she is able to determine who owns the premises in question, and if the owner and applicant are virtually the same.

Town Counsel Saint Andre stated the applicant appears to be a separate entity from Sierras Realty Trust, which owns the property and owes the back property taxes. However, she also stated she wished to learn more from tonight’s discussion with the applicants.

Selectman Simon thanked Mr. and Mrs. Cannarozzi for supplying additional information to the Board, which he has reviewed. He expressed his concern regarding the lease between Mr. Cannarozzi, as the owner of the property, and his wife who will lease it, which calls for payments to be made to Mr. Cannarozzi as the sole trustee of Sierras Realty Trust and not to the Town. Selectman Simon further noted his concern regarding the documents indicating Mr. Cannarozzi would be a full-time employee of the applicant’s proposed restaurant and that, through a promissory note from his wife, Mr. Cannarozzi retains 100% of the beneficial interest in Sierras Realty Trust. He opined the corporate paperwork he has reviewed appears to have been initiated to circumvent the Town bylaws and that the new corporation has been proposed as a shell to obtain the alcohol license.

Mr. Cannarozzi stated the new company was not established as a means of deception and that there would be no benefit in doing so. He emphasized he and his wife conducted business in Town for nearly 25 years, paid approximately \$280,000 in real estate taxes and licensing fees, donated to the schools and supported numerous Town events and activities. Mr. Cannarozzi noted the Town has future recourse because it has initiated foreclosure proceedings.

Selectman Haarde stated his main concern is the Town being paid for the back property taxes. However, documents now seem to indicate that there are back monies owed for a mortgage and to former employees who were not issued W-2 information. He stated he is willing to discuss issues further after the monies owed to the Town are paid.

Mr. Cannarozzi stated the former employees not receiving W-2s is due to ongoing Chapter 7 proceedings being handled by the government. He emphasized he cares deeply about the concerns of former employees being addressed, some of whom worked for him for 20 years, but he cannot usurp the role of the government in the bankruptcy proceedings.

Chairman Woodard stated he believes that from an economic interest standpoint, the applicant and the property owner are one and the same, and thus he believes the Board can deny the requested license. Vice-Chairman Brown stated this conclusion sounded reasonable.

Selectman Haarde asked about the back monies owed on the mortgage and property taxes. Mr. Cannarozzi stated the mortgage situation is currently in litigation with a mortgage company, which might be guilty of consumer fraud. Mr. Cannarozzi emphasized the Realty Trust and the new corporation are two separate entities from a legal standpoint, and he urged the Board to consider this. He also emphasized he and his wife have already agreed to pay the back taxes.

In response to a question from the Board, Town Counsel stated the Town bylaw only addresses the applicant and not the property owner regarding taxes owed. She also highlighted a factor to consider and to determine is who/which entity maintains control and are there other entities which have beneficial interests in the license. Ms. Saint Andre noted the Board must make findings as to why it might deny the license request.

Selectman Simon referred to questions 10 and 12 of the applicant's ABCC application, wherein Ms. Cannarozzi answered "No" to the question as to whether she had had direct or indirect, beneficial or financial interest in a previous license to sell alcoholic beverages. He believes the answer to this question should have been "Yes." Ms. Cannarozzi stated she answered "no" because she had never been a corporate officer of any of their previous restaurants. Mr. Cannarozzi concurred, stating his wife had previously only been an employee of the restaurants.

Sudbury resident Jay Huber, 170 Greystone Lane, stated he provided an email to the Board regarding his hope that Sierra's will pay its former employees, including his son, what is owed to them and provide them proper payroll W-2 information. He stated he has discussed this with Mr. Cannarozzi in the past, but tonight is the first time he has heard about Chapter 7 proceedings, of which he does not believe his son was notified. If the Board considers approving the license, subject to payment of outstanding property taxes, Mr. Huber asked the Board to also consider making approval subject to addressing the outstanding issues of former employees.

Attorney Philip Slotnick asked for confirmation, which he received, that the Board received his communication urging denial of the license request.

Vice-Chairman Brown asked if the required bank statements and CORI checks were provided. Interim Town Manager Bilodeau stated these documents are held by the Town. Vice Chairman Brown also questioned the response to the ABCC application #16, noting no start-up costs being needed, and she further noted there would be at least a \$3,500 license fee. She also asked if Ms. Cannarozzi would be the sole signatory on the new corporation's bank account. Ms. Cannarozzi stated restaurants are typically given credit by vendors to operate and she would be the sole signatory on the new bank account.

Town Counsel Saint Andre asked if the new corporation is acquiring Sierras' assets for nothing. Mr. Cannarozzi stated the Government abandoned the assets back to him (and he offered to submit the motion of abandonment), and an attorney drafted a bill of sale for him to sell the assets to his wife.

It was on motion unanimously

VOTED: As the Licensing Authority for the Town of Sudbury, to deny the application of Carlisle River Inc., d/b/a Erica's Restaurant, 470 North Road, Sudbury, for a Restaurant License for the Sale of All Alcoholic Beverages, under M.G.L. Ch. 138, s.12, Erica Cannarozzi, Manager, due to the property owner's property tax

delinquency, whom the Board deems as one and the same as the applicant, and its concerns regarding responses on the ABCC application not being consistent with documentation provided and the lack of proper notarization on certain documents provided.

Capital Improvement Advisory Committee – Report Presentation

Present: Capital Improvement Advisory Committee (CIAC) Chair Tom Travers and staff advisor Jim Kelly

At 8:53 p.m., Chairman Woodard welcomed the Chairman of the Capital Improvement Advisory Committee (CIAC) to present his report to the Board. The Board was previously in receipt of copies of the PowerPoint slides for tonight's presentation, and a memorandum from the CIAC Committee to the Selectmen and Finance Committee dated February 11, 2015.

CIAC Chairman Tom Travers provided a summary of the CIAC FY16 proposed projects, and the CIAC FY16 funding proposal. He stated total projects presented for review totaled \$8,399,118, of which \$1,909,650 were projects to be considered to be included in the levy. Projects which were under the threshold of CIAC criteria totaled \$392,750 and projects needing capital exclusion or Free Cash funding totaled \$1,516,900.

Chairman Travers compared the Capital Funding Committee Proposal and the CIAC Funding Proposal, noting the only variance is for proposed small projects and rolling stock purchases. Chairman Woodard clarified the Strategic Financial Planning Committee for Capital Funding only recommended funding sources. Chairman Travers clarified the CIAC only recommends projects. He reviewed the CIAC FY16 recommended projects, including carpet replacements, school flooring, school rooftop HVAC unit, school security and access controls, Town and School parking lots, Lincoln-Sudbury Regional High School (L-SRHS) Fire Alarm Upgrade, Cardiac Monitor Replacements, DPW truck replacements and Cutting Field Lighting. He also explained two projects for a fuel storage tank replacement (\$250,000) and for the Atkinson Pool Roof and Envelope (\$380,000) were deferred to allow for further study time of related issues. Chairman Travers also summarized five projects (Sherman Bridge, LED Lighting Energy Improvements, Transfer Station 10-Wheel Roll Off, Town Walkways, and Davis Field), which have been recommended to be funded outside the levy.

Chairman Travers stated the Committee has suggested applying approximately \$800,000 of Free Cash to six of its recommended projects. He thanked the Committee members, Mr. Kelly, and the Town Department Heads who participated in the process.

Selectman Haarde asked what contributed to the cost decrease from \$3.5 million to \$1.2 million for the Davis Field project. Chairman Travers and Facilities Director Jim Kelly explained the project is now planned to be completed by DPW. Mr. Kelly explained not going out to bid saves considerable money on prevailing wages and procurement process fees which would have been charged. It was noted the first project estimate of \$3.5 million included irrigation, and it had been provided by the consultants Gale Associates.

Selectman Haarde stated he believes the Sherman Bridge project should be paid for by the State.

Selectman Simon stated he attended a CIAC meeting and he was impressed by how organized the Committee is in its review of the projects. He asked if the Davis Field project includes any seating/benches/picnic tables to enhance the multi-functionality of the venue. Chairman Travers stated the planned structures include only backstops and parking at this time. However, he stated this feature could possibly be considered for FY17.

Vice-Chairman Brown asked what the expected life cycle is for the L-SRHS fire system upgrade and the cardiac monitoring system. Chairman Travers stated approximately eight to ten years for the L-SRHS fire system and he is unsure about an estimate for the cardiac monitoring system.

It was on motion unanimously

VOTED: To accept the Capital Improvement Advisory Committee Report as reviewed tonight.

Chairman Woodard thanked the Committee for the time-consuming work it does to thoroughly vet the project requests.

Joint Meeting with the Sudbury Finance Committee – FY16 Budget and Other Issues Discussion

Present: Finance Committee Chairman Susan Berry and Finance Committee members Jeff Barker, Mark Minassian, Adrian Davies, Fred Floru, Jose Garcia Meitin, Bill Kneeland, and Joan Carlton

At 9:20 p.m., Chairman Woodard welcomed the Finance Committee to this joint meeting with the Board of Selectmen. The Board was previously in receipt of copies of a draft “Free Cash Policy.” Copies of a spreadsheet entitled “FY16 Consolidated Budget Summary were distributed tonight.

Finance Committee Chairman Susan Berry stated the Committee has been discussing the budget since last Fall when it provided guidance to all three cost centers to present growth budgets of 2% and 2.5% and to submit a third level-service budget. She stated the 2% and 2.5% increase budgets both left an estimated surplus in the tax levy, as well as allowing for the 26.3% increase in the Minuteman Regional Vocational High School Assessment, approximately \$500,000 to begin to fund the Other-Post Employment Benefits (OPEB) normal costs, and taking into consideration an article to increase the capital costs within the levy by \$100,000 and an article to contribute \$113,000 of local receipts from a cell-tower rental to the capital stabilization fund. However, Chairman Berry further explained the Committee thought a 2% increase was unrealistic, and the 2.5% increase did not cover unusual circumstances each cost center had. She described the lost revenue totaling \$650,000 which needs to be absorbed by Sudbury Public Schools (SPS) as a result of adopting full-day kindergarten, that Lincoln-Sudbury Regional High School (L-SRHS) has experienced a net increase of \$715,000 due to out-of-district costs, and the Town needs to account for approximately \$200,000 less due to decreased ambulance fees typically used to offset the Fire Department Budget. She stated the 2.5% budget increase left a surplus of approximately \$237,000. After much discussion, Chairman Berry stated the Committee decided to reduce the OPEB contribution by two-thirds, resulting in adding \$220,000 to the surplus, in order to increase the surplus to approximately \$450,000.

Chairman Berry stated the Committee held a joint meeting last Friday with all three cost centers to discuss how the surplus should be allocated. She announced the Committee has voted unanimously to present an Operating Budget article to Town meeting for \$87,615,813, which it hopes will minimize the need for staffing cuts and ensure SPS and the Town have sufficient monies to bargain in good faith. She also stated the Committee suggests the Board considers postponing the Rolling Stock Stabilization Fund article in order to use the proposed appropriation of \$113,000 to reduce the amount of Free Cash recommended to be used to balance the budget.

Chairman Woodard congratulated the Committee for putting forth a unanimously voted budget to Town Meeting. He asked if the proposed budget might result in layoffs at L-SRHS. Chairman Berry stated this result is possible.

Chairman Woodard asked if the estimated tax increase for next year would be more than 2.5%. Chairman Berry stated that, before considering the articles, the anticipated increase is expected to be over 4%.

Chairman Woodard stated he attended the joint meeting last Friday, and it is distressing budgets are so tight. However, he believes it is most productive when representatives from all three cost centers meet together, acting in the best interests of a Town budget rather than for their own separate budgets. Chairman Woodard believes the Budget Working Group should be reconstituted with the mission of developing recommendations for one Town budget, and that all meetings should be posted and open to the public. He stated his preference for never using Free Cash to alleviate operating budget deficits. Chairman Woodard stated he likes the Committee's suggestion of deferring the rolling stock stabilization fund article. He suggested giving \$225,000 to L-SRHS to avoid layoffs.

Selectman Haarde asked how the Finance Committee felt about using Free Cash to avoid layoffs, noting more may need to be allocated to avoid loss of jobs. Chairman Berry stated it is not the first preference, but, given the challenges faced this year, it was voted by the Committee.

Finance Committee member Mark Minassian stated the Committee is split regarding its position for using Free Cash.

Chairman Woodard and Mr. Minassian stated approximately \$260,000 of Free Cash is needed to balance the budget, but this could be reduced to \$147,000 if the rolling stock article is deferred.

Selectman Haarde stated using Free Cash to balance the books for an operating budget may not be a good idea. However, he believes using Free Cash to alleviate budget pressures, due to abnormal budget fluctuations which occur, is the type of situation for which Free Cash and Stabilization Funds should be used. Selectman Haarde stated he recalls the days of the Budget Task Force Working group as a time when overrides were recommended, failed, and layoffs occurred. He believes greater participation is needed for a successful budget process and not just a small group of people in a room deciding what is best.

Chairman Woodard reiterated that his suggestion was for a Budget Group to be reconstituted, and that meetings be posted and open to the public so as many people as possible can attend.

Chairman Berry stated the Finance Committee also suggested bringing back the Budget Group and she asked which entity would initiate this. Chairman Woodard suggested the Finance Committee could initiate this.

Vice-Chairman Brown stated it is important to ensure the proper handling of quorums of members from different boards/committees being present at public meetings by possibly designating one person to participate in the discussion. Interim Town Manager Bilodeau shared Town Counsel's perspective regarding whether an Open Meeting Law violation would occur in these circumstances. She reinforced the importance of posting the meetings so all can attend.

Vice-Chairman Brown asked for clarification that the proposed budget does not recommend a tax override. Chairman Berry stated this is correct, and she explained some of the factors which impact this result.

Finance Committee member Joan Carlton asked if the Board would like the Committee to go back over the budget for potential revisions. Interim Town Manager Bilodeau suggested agreeing ahead of time on what might be the best motion for Town Meeting might be helpful.

Selectman Haarde recommended there be a budget motion prepared for Town Meeting which does not result in layoffs, noting that, otherwise, one may be presented on the floor of the Meeting from someone else.

Chairman Berry asked if the Board could vote its position on the rolling stock stabilization fund article so the Committee could consider this in its future discussions. She also noted the budget has been conservatively prepared because the Town still does not know what the final State budget will be. Chairman Woodard stated the Board would decide its position on this article later tonight.

Mr. Minassian briefly described the Committee's draft Free Cash Policy, which it established as general guidelines for appropriate uses of Free Cash, and it suggested a few recommendations for its use. He noted the Committee has met with L-SRHS to discuss the draft, but not yet with SPS. Chairman Berry stated copies of the draft were sent to all three cost centers.

Chairman Woodard commended the Committee on its work to develop the draft policy.

Selectman Haarde stated he liked the draft policy.

Selectman Simon asked if the Committee considered maintaining a higher percentage than one-half of one percent of unallocated Free Cash to help maintain the Town's capital assets. Mr. Minassian stated the Committee did consider other options, but it considers its recommendation as an "emergency stash" figure.

Vice-Chairman Brown stated she believes the policy is worth adopting for a year and then reviewing its effectiveness.

Selectman Haarde suggested renaming the policy as the "Surplus Certified Free Cash Policy." The consensus of the group seemed to be that this was a good idea.

At 10:03 p.m., Chairman Woodard thanked the Committee for its work and the joint discussion was concluded.

Town Auditors – Fiscal Year Ended June 30, 2014 Report

Present: Andrea Terkelsen, Town Finance Director and Matthew Hunt, CliftonLarsonAllen, LLP

At 10:04 p.m., Chairman Woodard welcomed Matthew Hunt from the Town auditing firm, CliftonLarsonAllen, LLP to the meeting along with Town Finance Director Andrea Terkelsen. 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."

Ms. Terkelsen thanked her staff for their assistance during her tenure in Sudbury, and she stated it has been a pleasure serving the Town. Mr. Hunt stated this would be his last presentation to the Board because the firm will begin a rotation of a new partner assigned to Sudbury.

Mr. Hunt provided a brief review of the FY14 audit reports. He noted the Town completed its third Comprehensive Annual Financial Report (CAFR), which was also be submitted for a Government Financial Office Association (GFOA) award. Mr. Hunt noted Sudbury is one of only a few towns in Massachusetts which has earned the GFOA award in the past.

Mr. Hunt highlighted information from the financial statements, by reviewing several key accounts and provided dollar figures and/or percentage comparisons to the previous fiscal year. The General Fund balance at the close of FY14 was \$17,764,087, and the restricted balance was approximately \$4.9 million. Mr. Hunt

stated the unassigned fund balance of the General Fund totaled \$9,022,099, or 10.0% of total General Fund expenditures and transfers out, compared to a ratio of 8.8% last year. He noted this percentage was as low as 2.9% in the past decade. Thus, he commended the Town's great work to increase its general reserves. Referencing pages 71-80 of the Report, Mr. Hunt offered a few reasons for the increase in the General Fund, noting expenses came in approximately \$2.6 million less than what had been budgeted.

Mr. Hunt briefly reviewed the Community Preservation Act (CPA) Fund balance at the close of FY14 as approximately \$4.5 million, and activity in the Fund was consistent with prior years. He also briefly summarized the Enterprise Funds, noting their balances and net increases/decreases over the past year. He noted the Swimming Pool Enterprise Fund had a net decrease of approximately \$93,000 from last year due to decreased fees, the Transfer Station Enterprise Fund experienced an increase in net assets of approximately \$84,000, and the net assets for the Field and Recreation Maintenance Enterprise Fund experienced a slight decrease of approximately \$11,000 from the previous year.

Mr. Hunt reviewed the Town's long-term debt of approximately \$28.4 million, of which approximately \$10 million will be reimbursed from the Massachusetts School Building Authority in future years. He also noted refunding of some long-term debt last year saved approximately \$138,000.

Mr. Hunt next reviewed the Management Letter, which included two comments carried forward from last year and one new comment. He noted the recommendations regarding plans to implement the Government Accounting Standards Board (GASB) Statement No. 68 and implementation of a Town Risk Assessment and Monitoring Program are carry-overs from last year's report. Mr. Hunt noted the Town has made progress in recent years regarding risk assessment and monitoring. He explained the new comment relates to evaluating and strengthening information technology (IT) infrastructure controls. Ms. Terkelsen stated the Town's IT Department has already begun to address some of the items noted.

In response to a question from Vice-Chairman Brown, Mr. Hunt clarified the GASB 68 does not call for the liability to be fully funded until 2035. Ms. Brown also asked if the Town's IT back-up systems were evaluated. Mr. Hunt stated the IT team would typically test back-up systems, so he assumes it was reviewed and not determined to be insufficient.

Chairman Woodard asked for clarification regarding the recommendations made at the bottom of page two of the Management Letter, which Mr. Hunt provided.

At 10:23 p.m., Chairman Woodard thanked Mr. Hunt and Ms. Terkelsen and the Finance staff for their work, and he closed the discussion.

Town Budget – Three-Year Projection Guidance Discussion

Chairman Woodard opened a discussion regarding a suggestion for issuing a three-year forward budget guidance, which was continued from the February 10, 2015 meeting. The Board was previously in receipt of copies of a memorandum from Chairman Woodard dated January 23, 2015, a revised redlined version of the same memo, and an email from Vice-Chairman Brown dated February 3, 2015.

Chairman Woodard read aloud the recommendations from his memo, stating the Board should consider providing three-year budget guidance to the three cost centers so upcoming labor contracts can be negotiated with the knowledge of expected budget growth and to develop sustainable budgets going forward. He emphasized it would be expected all parties would negotiate in good faith. Chairman Woodard referenced Vice-Chairman Brown's email wherein she stated she prefers his first memo, without his additions. She does

not believe providing suggested exceptions is helpful. Vice-Chairman Brown also stated in the email that, if a cost center wants to request a tax override, it needs to convince the Board of the necessity to do so.

Vice-Chairman Brown stated she is unsure about putting this in place.

Selectman Haarde stated he is concerned about it being perceived as an unfair labor practice. He further stated no one can tell what the future will bring, and there are always extenuating circumstances which arise. Selectman Haarde believes a policy would be adopted for which there would be countless exceptions in the future. Thus, he is unsure it is needed, and he questions if it could be problematic regarding labor contracts.

Chairman Woodard stated the guidance would impact what will be occurring in the next few months regarding the negotiations for the upcoming three-year contracts. He believes it is important for negotiators to know what the Town believes is a reasonable budget and that they have some parameters for negotiation.

Selectman Simon believes the guidance would not be telling negotiators what to do per se, and that articulating the proposed information could be considered as helpful rather than hurtful.

Vice-Chairman Brown opined the information might come up organically through normal discussions with the three cost centers.

Chairman Woodard stated he believes it is important to set some expectations. He also stated he does not hear as much consensus tonight for the need for this as he did the last time it was discussed by the Board.

Selectman Haarde reiterated he perceives this as a potential unfair labor practice and he believes the Town has good negotiators and liaisons.

Chairman Woodard noted Labor Counsel has said the Town can discuss expected budget growth.

Interim Town Manager Bilodeau suggested not discussing the information in terms of collective bargaining, but only as guidance for what might need to be funded in future budgets.

Selectman Simon suggested, and the Board concurred, a vote on this agenda item be postponed until a full Board is present, and he suggested the agenda item be continued to the Board's March 24, 2015 meeting.

Selectman Haarde asked the Board to consider in the meantime what problem is really trying to be solved.

Buddy Dog – Discussion Regarding Requesting an Opinion from Town Counsel Regarding the Dover Amendment

Chairman Woodard referenced Selectman Haarde's request to ask Town Counsel Saint Andre for an opinion on Buddy Dog and the current policy which was in effect when the request was made, and he asked the Board to determine exactly what questions it would like asked.

Sudbury resident Frank Lyons, 157 Wayside Inn Road, noted the past practices of requesting opinions from the former Town Counsel seemed much looser than what is now being proposed.

Sudbury resident Mike Shapanka, 170 Wayside Inn Road, suggested the question to be posed to Town Counsel should be whether Buddy Dog qualify for protection under the State's Dover Amendment statute for exemption from Town bylaws.

Mr. Lyons stated he does not believe Buddy Dog qualifies because he does not believe it is primarily an educational institution.

Selectman Simon stated it is important to ask the right question in order to get the right answer. He asked Mr. Lyons if he would consider speaking with Buddy Dog's attorney to develop the questions together to be asked of Town Counsel. Mr. Lyons stated Buddy Dog's attorney already asked questions of former Town Counsel Kenny.

Sudbury resident Ursula Lyons, 157 Wayside Inn Road, stated she has seen previous correspondence which the Town has which clearly asks the question needed, and she does not think more time needs to be wasted.

Mr. Shapanka asked for confirmation that the Board was in receipt of relevant information he previously submitted. Chairman Woodard confirmed the Board has received the information.

Vice-Chairman Brown asked if the Board would receive Town Counsel's opinion. Chairman Woodard stated he believes it will be forwarded to the Board.

It was on motion unanimously

VOTED: To request an opinion from Town Counsel with regard to Buddy Dog and the Dover Amendment.

Ms. Lyons asked if Town Counsel could be asked to provide her opinion for the Board's next meeting. Mr. Lyons asked if he could receive a copy of Town Counsel's opinion.

Chairman Woodard stated he is unsure of Town Counsel's schedule and when she will be able to issue her opinion.

Selectman Simon explained the Board would need to vote whether to release Town Counsel's opinion to the public.

Chairman Woodard explained the communication may be marked as confidential.

Town Hall Blue Ribbon Committee – Draft Mission Statement

Present: Facilities Director Jim Kelly

At 10:58 p.m., Chairman Woodard opened a discussion regarding a draft Mission Statement for the Town Hall Blue Ribbon Committee, which was continued from the February 24, 2015 meeting. The Board was previously in receipt of copies of a revised draft Town Hall Blue Ribbon Committee Mission Statement.

Selectman Haarde asked if this Committee would initiate design options.

Facilities Director Jim Kelly stated the previously completed feasibility study included schematic designs and the Committee would be reviewing those.

Vice-Chairman Brown cautioned that, given the proposed timeline, it is important to get this Committee going. Chairman Woodard and Mr. Kelly concurred.

It was on motion unanimously

VOTED: To approve the revised Town Hall Blue Ribbon Committee Mission Statement, as reviewed tonight.

Annual Town Meeting – Designate Consent Calendar Articles and Take Position on Articles

The Board was previously in receipt of copies of a draft list and articles submitted for the 2015 Annual Town Meeting Warrant.

Interim Town Manager confirmed articles #9, #10, and #11 have been suggested for the Consent Calendar.

It was on motion unanimously

VOTED: To place on the Consent Calendar for the Annual 2015 Town Meeting Warrant Articles #9, #10, and #11 as listed below.

Chairman Woodard recommended supporting the suggestion made earlier tonight by the Finance Committee to indefinitely postpone article #14 for the Rolling Stock Stabilization Fund in order to use the intended \$113,000 to reduce the amount of Free Cash needed to balance the budget.

It was also on motion unanimously

VOTED: To indefinitely postpone article #14 for the Rolling Stock Stabilization Fund.

Interim Town Manager reminded the Board that if it wishes its positions to be published in the Warrant, it would need to vote them at its March 24, 2015 meeting.

Chairman Woodard suggested, and the Board concurred, the Board should vote on March 24, 2015 on the following articles: #4, #13, #15, #16, #18, #20, #21, #23, #24, #25, #26, #27 and #42. He requested that Interim Town Manager Bilodeau invites Department of Public Works Director Bill Place and Facilities Director Jim Kelly to be prepared to discuss their respective articles with the Board on March 24, 2015.

Ms. Bilodeau suggested, and the Board concurred, the Board should also request her to invite Finance Director Andrea Terkelsen to the March 24, 2015 meeting to discuss articles #30 and #31, prior to her leaving her position on March 25, 2015.

A brief discussion ensued regarding article #35 and petition article #56. The consensus was that petitioner Ralph Tyler, David Levington and the Assessor's Office were to decide what, if any changes they wished to propose, report this back to the Board, and then the Board could decide how best to proceed.

- #1 - Hear Reports
- #2 - FY15 Budget Adjustments
- #3 - Stabilization Fund
- #4 - FY16 Operating Budget
- #5 - FY16 Transfer Station Enterprise Fund Budget
- #6 - FY16 Pool Enterprise Fund Budget
- #7 - FY16 Recreation Field Maintenance Enterprise Fund Budget
- #8 - Unpaid Bills
- #9 - Chapter 90 Highway Funding - CC
- #10 – Real Estate Exemption - CC

- #11 - Town/School Revolving Funds - **CC**
- #12 – Establish Public Health Vaccinations Revolving Fund
- #13 – Establish Special Stabilization Fund – Former Melone Property
- #14 – Rolling Stock Stabilization Fund - **IP**
- #15 - Funding of the Energy Savings Program Stabilization Fund
- #16 – Use of Energy Savings Programs Stabilization Fund
- #17 – Establish Special Revolving Fund – Town-owned Synthetic Turf Fields
- #18 – FY16 Capital Budget
- #19 – Cardiac Monitor Replacements
- #20 – Carpet Replacement – School and Library
- #21 – Natatorium Roofing
- #22 – Fire Alarm System Upgrade – LSRHS
- #23 – Town and Schools Parking Lots, and Sidewalks Improvements
- #24 – School Security and Access Controls
- #25 – School Classroom Flooring Replacement
- #26 – School Rooftop HVAC Unit Replacement
- #27 – DPW Rolling Stock Replacement
- #28 – Cutting Athletic Field Lighting
- #29 – Capital Account
- #30 – Re-purpose School Capital Articles
- #31 – Re-purpose Non CPA Capital Articles
- #32 – Adopt M.G.L. 32B, Section 20 Other Post-Employment Benefits (OPEB) Liability Trust Fund
- #33 – Post-Employment Health Insurance Trust Fund
- #34 – Special Act –Dedication of Local Meals Tax Revenue to other Post-Employment Benefits (OPEB)
- #35 – Special Act – Extension of Means Tested Senior Tax Exemption Program
- #36 – Town of Sudbury Bylaws – Art. V.3, Regulation of Dogs
- #37 – Disposition of Existing Police Station, 415 Boston Post Road
- #38 – Amendments to the Regional School District Agreement of the Minuteman Regional Vocational School District
- #39 – Minuteman Regional Vocational Technical High School – Accept Amendments
- #40 – MMRVTHS
- #41 – MMRVTHS – Withdrawal
- #42 – Town-Wide Electric Aggregation
- #43 – Amend Zoning Bylaw, Article IX – Site Plan Authority Change from Selectmen to Planning Board –
REFERRED TO PLANNING BOARD
- #44 – Grant of Perpetual Restrictions – CPA Land Purchases
- #45 - Community Preservation Fund – Weed Removal
- #46 - Community Preservation Fund - Sudbury Housing Trust 10% Allocation
- #47 - Community Preservation Fund – Town-wide Walkways
- #48 - Community Preservation Fund – Historic Projects
- #49 - Community Preservation Fund – Davis Field Improvements
- #50 - Community Preservation Fund – Town Center Landscaping
- #51 - Community Preservation Fund - Amend Article 26 ATM 12 – Historic Projects
- #52 - Community Preservation Fund – FY16 CPC Budget
- #53 - Petition Articles – Walkways
- #54 - Greenway Rail Trails
- #55 - Greenway Rail Trails
- #56 - Refinements to Senior Property Tax Reliefs

Special Town Meeting – Discussion Regarding Adding a Warrant Article to Amend Article XVIII, Section 2 of the General Bylaws

At 11:22 p.m., Chairman Woodard opened a discussion regarding adding a Warrant article for Special Town Meeting to amend Article XVIII, Section 2 of the General Bylaws regarding alcohol licensees and payment of taxes. The Board was previously in receipt of copies of a draft Warrant article for review which Selectman Haarde read aloud.

Selectman Simon suggested a revision be made to the sixth line after the word “Collector” to add the words “or for other good cause shown”....

Interim Town Manager Bilodeau stated she would ask Town Counsel if the suggested revision is acceptable. She also noted it is hoped this amendment would be approved so as to be in effect by the end of the year when licenses are renewed.

Town Manager Search Process – Discussion and Review of Draft Request for Proposals

At 11:30 p.m., Chairman Woodard opened a discussion regarding the search process for a new Town Manager. The Board was previously in receipt of copies of a draft “Town of Sudbury Request for Proposals (RFP) Search Firm to Assist with Town Manager Recruitment” and redline changes submitted by Board members. He asked the Board’s opinion regarding whether to start the RFP process of finding an Executive Search firm for the Town to work with to assist the new Board of Selectmen, which will be elected on March 30, 2015.

Interim Town Manager Bilodeau clarified some timelines proposed, and she reviewed some of the suggested revisions.

Chairman Woodard suggested, and the Board concurred, that the contract work commencement date noted on Page 114 of the Board’s meeting packet be revised to begin approximately May 11, 2015.

Selectman Haarde stated he is fine with approving an RFP as long as it does not bind the Town in any way.

The consensus of the Board was that the date for interviews to occur listed on Page 106 of the Board’s meeting packet should be revised to read, “held in the month of April 2015.”

It was on motion unanimously

VOTED: To approve the draft Request for Proposal for Town Manager as reviewed and amended tonight to conduct interviews in the month of April 2015 and for the contract to begin approximately May 11, 2015.

Open Meeting Law Training – Discussion

The Board was previously in receipt of copies of an email from Patty Golden to the Board dated March 9, 2015, noting dates in April when Town Counsel Saint Andre is available to conduct Open Meeting Law Training.

Interim Town Manager Bilodeau announced which of the proposed dates the L-SRHS Auditorium is available.

It was on motion unanimously

VOTED: To schedule an Open Meeting Law training seminar for the Board, Sudbury Public School Committee, Lincoln-Sudbury Regional High School Committee and all other Town boards and committees which wish to attend to be conducted by Town Counsel on April 15, 2015 at L-SRHS.

Johnson Farm - Accept Deed

It was on motion unanimously

VOTED: To accept the deed for the Johnson Farm property from Madison Place Sudbury LLC dated February 25, 2015 recorded at the Middlesex South Registry of Deeds at Book 64967, Page 93, and the Plan recorded as Plan 131 of 2015.

Minutes

Chairman Woodard announced the February 3, 2015 Regular Session Meeting Minutes had previously been voted.

It was on motion

VOTED: To approve the Regular Session Meeting Minutes of February 10, 2015 and the Executive Session Meeting Minutes of February 10, 2015.

Selectman Haarde abstained from the vote.

Special Permit - Joyce Endee Productions

It was on motion unanimously

VOTED: To grant a Special Permit to Joyce Endee Productions to hold a Spring Arts and Crafts Festival on May 16-17, 2015, from 10:00 a.m. to 4:00 p.m. and an Autumn Arts & Crafts Festival on September 12-13, 2015, from 10:00 a.m. to 4:00 p.m. at the Wayside Inn, subject to conditions and permits required by the Fire, Police, Health and Building Departments.

There being no further business, the meeting adjourned at 11:45 p.m.

Attest: 

Maryanne Bilodeau
Interim Town Manager-Clerk