

IN BOARD OF SELECTMEN
SPECIAL MEETING
TUESDAY, SEPTEMBER 22, 1987

Present: Chairman Anne W. Donald, David A. Wallace and John C. Drobinski.

The statutory requirements as to notice of the special meeting have been fulfilled, the meeting was called to order at 8:00 p.m. by Chairman Donald.

Chapter 61A Option to Purchase MacNeill Property

Present: William Goggin and Judith T. Wall, Beals and Thomas, Inc.; Frank Stewart and Alan Oppenheim, Northland Investment Corporation; Daniel J. Coolidge, Wayside Inn Trustee; approximately 30 residents/abutters.

Chairman Anne W. Donald convened a special meeting to discuss the Town's option to purchase the MacNeill property off Dutton and French Roads. Notice of intent to sell and convert the portion of land assessed under c.61A to residential use had been received by the Town on July 29, 1987, and the Town was offered the option of purchasing the entire parcel in question or the portion under c.61A.

The Board was in receipt of the following:

1. Letter dated August 18, 1987, with attached appraisal, from Daniel A. Loughlin, Assistant Assessor, reporting the Board of Assessors have voted to recommend purchase of that portion of the MacNeill property under the provisions of c.61A;
2. Letter dated September 14, 1987, from Burton H. Holmes, Chairman, Historic Districts Commission, outlining the Commission's concerns while "vigorously applauding" Northland's efforts to address major issues at an early stage and create a positive framework from which to satisfy the objectives of all concerned individuals;
3. Memorandum dated September 22, 1987, from Planning Board, reporting its unanimous vote to recommend that the Town exercise its option to purchase the entire MacNeill parcel for a purchase price of \$6,020,000, provided the right to modify this option to include only the c.61A portion of the site is reserved;
4. Letter from Gordon D. Henley, Chairman, Conservation Commission, dated September 22, 1987, reporting the Commission's unanimous vote to recommend that the Town exercise its option on the 110 acre MacNeill parcel, requesting the Town reserve the right to modify the option to purchase only the c.61A portions of the site;
5. Copy of letter from Town Counsel Paul L. Kenny to Trustees of the Arden B. MacNeill Realty Estate Trust, 1959, as amended, dated September 14, 1987, informing said Trustees that it is the Town's position that the purported notice sent to the Town by the Trustees does not satisfy the requirements of M.G.L. c.61A, §14, or other pertinent laws, and including notice of the Town's intention to exercise its option to acquire that property assessed pursuant to G.L. c.61A.

Attorney Kenny reported that on or about September 15, 1987, he caused to be recorded with the Middlesex South Registry of Deeds, on behalf of the Town, Notice Of Intent To Exercise Option To Purchase that portion of the so-called "MacNeill Property" which it may claim under M.G.L.A. c. 61A; that said Notice Of Intent was filed with a declaration that the letter dated July 28, 1987, from Trustees of the Arden B. MacNeill Real Estate Trust, purporting to be notice under M.G.L. c. 61A, §14, is invalid.

Chairman Donald requested a representative of Northland make an opening statement and Frank Stewart, Senior Vice-President of Northland Investment Corporation of Newton, gave a brief history of the company, explaining it is a privately-held corporation that has been in business seventeen years. Mr. Stewart explained that most of the projects the company has been involved with over the years have typically involved a waterfront or something that makes them special. He stated that the company was contacted by Hunneman Real Estate over a year ago and was told there were sellers who were interested in talking to someone in the development sector who would take a look at their property and analyze it because it was a very unique situation. A contract was entered into, Mr. Stewart stated, to analyze the property from the standpoint of keeping some of the key amenities while allowing a limited amount of residential development on upland areas; and ultimately, over the course of an entire year, intensive negotiations resulted in the property being placed under a Purchase and Sale Agreement, subject to a number of conditions.

Mr. Stewart acknowledged that a look at the property reveals three critical issues: (1) the Wayside Inn; (2) Carding Mill Pond; and (3) Hop Brook. Although the property is somewhat in excess of 130 acres, 105 acres is the amount under contract for sale [N.B. 110 acres were specified in the notice to the Town]. Mr. Stewart further stated that his company put together a number of plans and proposals and contacted various departmental representatives of the Town (e.g., Deborah Montemerlo, Historic Districts Commission, Lee Newman), as well as Sudbury Valley Trustees and Wayside Inn Trustees, in order to obtain their input as to whether Northland was going in a positive direction with this. It was his belief that the purpose of this meeting was not to propose or present any development plan, but to talk about the c.61A property and to try to make the Selectmen's job as easy as possible as they try to make a decision on the option to purchase.

Through the use of photographs and sketches, Mr. Stewart pointed out those areas of the MacNeill property which come under c. 61A. He showed a field area adjacent and abutting Dutton Road that is approximately six acres in size. The second area is a field on the other side of the pond which is in essence land-locked and is approximately nine acres in size. Thus, he continued, there is a total of fifteen acres under c.61A of the land which Northland has under contract for purchase and sale.

Mr. Stewart stated that Northland was aware, even before entering into a contract for purchase and sale, that the Wayside Inn, not only had concerns of what happened with the final disposition of this property, but specifically, for the field area which abuts their land and complements it. Mr. Stewart advised that the Wayside Inn has restrictions limiting lots to a five-acre minimum, and that these restrictions dissolve in 1996. Keeping in mind that this area would be a key one for the Wayside Inn, Northland stipulated in its contract with the MacNeills that if a development is planned, that land area will be placed under a conservation easement and it will remain in its current state in perpetuity.

Mr. Stewart continued that Northland became aware that the Sudbury Valley Trustees was an organization that has a vested interest in many areas in this region and would be extremely interested or critical of what happened to disposition of Carding Mill Pond, perhaps the Mill Building, Hop Brook, and key wetland areas. Thus, when Northland formulated the initial, conceptual plan, it looked at a conventional subdivision that would subdivide the upland areas of this property into lots in accordance with the Town's current zoning regulations of 60,000 square feet per lot, and placing a buffer area around the pond in its entirety. This buffer area could then be deeded to some private entity, such as the Sudbury Valley Trustees, or Conservation Commission. Meetings with key representatives of the Town indicated to Mr. Stewart that the Town's real concern was, not only a vehicle to protect Carding Mill Pond and a buffer around it, but to find a way to protect the field area abutting Dutton Road and, if possible, the nine acres on the other side of Carding Mill Pond. With this in mind, Northland went "back to the drawing board" and conceptualized a plan utilizing the cluster zoning laws of the town. Clustering would be more difficult to plan than a conventional plan because eliminating the parcels encroaching Hop Brook and clustering into the upland areas of the site would require each parcel to have its own septic system (he emphasized that Northland has no plans to attempt to implement a sewage-treatment plant).

Mr. Stewart stressed that knowing that these parcels are in question, and in an attempt to move forward, if it makes sense to the town that the two areas under c. 61A that the Town has the option to purchase can be protected without having to purchase them, we would agree to give written guarantees that if Northland pursues development, the field and the pond in its entirety would be fully protected; and Northland has further agreed, in principle, that public access would be a part of this. From Northland's perspective, however, it would not be beneficial to make the entire property a public park.

Mr. Stewart exhibited a plan conceptualized by Northland, and stressed again the configurations of parcels and locations will most likely change. He did assure those present, however, that what will not change are the areas outlined in brown, the so-called c. 61A areas; and Northland will confine the "residential use area" to that shown on the plan. Thus, he explained, if a problem arises concerning building a home on an upland area and it is determined that location cannot support a home, then it is Northland's problem and the Town need not worry that Northland will seek a location within that "guaranteed area".

Chairman Donald opened the floor for questions or comments but requested the official departments and commissions of the Town not speak in order to allow the selectmen and private citizens the opportunity to be heard, since they were previously familiar with the presentation and proposal of Northland.

Selectman Wallace stated that he has had the opportunity to walk the site and emphasized the beauty of the field and "open areas". Mr. Wallace expressed his opinion that the overall plan of Northland is a good one, because it has taken into consideration the preservation and aesthetics of a gorgeous area. He stressed that the Town should keep in mind that even though Northland wants to make a profit developing an area in Sudbury, that fact should not make them an adversary of the Town. He opined that the real issue is whether the Town wants or is able to purchase six acres, nine acres, or 15 acres of that 105. Mr. Wallace did further opine that the area abutting Dutton Road is prime real estate and is best suited to remain open space. He felt a realistic view is that the

Town would not or could not purchase that property; thus, the guarantees offered by Northland may be the solution to assuring that area would be preserved. He also cautioned those present to keep in mind that the MacNeills, as landowners, certainly have the right to sell to whomever they wish. If the agreement with Northland does not materialize, the MacNeills may well sell to another development company.

There was considerable discussion concerning the density of the homes. Mr. Stewart explained that on the 105 acres to be purchased, there would be thirty-nine parcels, which computes to an average density of 2.7 acres per parcel. However, upon inquiry by Fred White of 96 Peakham Road and Ray Sataline of 68 Dutton Road, Mr. Stewart clarified that if the c. 61A area is eliminated (the area outlined in brown on the plan) and the buffer area (outlined in yellow on the plan), the calculation is roughly 60,000 square feet per lot. Alan Oppenheim, an associate of Mr. Stewart, explained that the smallest parcel is approximately one acre in size, which is within the Town's own zoning bylaw.

Upon further inquiry by Mr. White, Mr. Stewart explained that the small island located within the pond would be included in the "protected" area. He further stated that Northland would not be interested in setting up a trust to take care of those preserved areas.

Mr. Stewart was asked, why could Northland not build homes on five-acre parcels, and Mr. Stewart responded that they considered that and the cost versus profit would fall far short of fulfilling their contractual purchase price with the MacNeills.

Town Counsel Kenny was asked about the five-acre restrictions held by the Wayside Inn. Attorney Kenny responded that he had not seen the restrictions and thus cannot say with certainty, but he did say it would be important to know, if a waiver of the five-acre restriction by the Trustees of the Wayside Inn for this particular project is given, whether this waiver would dissolve the restriction for any remaining parcels. Attorney Kenny also wondered if the Trustees could legally waive the restriction.

Resident Pat Murphy asked if any studies had been done concerning support for the septic systems and Mr. Stewart stated that all engineering studies have yet to be done. The results of such studies, he added, will be available to the Boards and residents when received.

A resident asked if the various town boards and commissions could collectively suggest that Northland develop the homes on lots greater than one acre but less than five acres. Attorney Kenny stated it would be difficult if not impossible for the Board of Selectmen to turn around and impose a restriction greater than what the zoning allows. On the other hand, the Wayside Inn has the five-acre restriction and perhaps they and Northland could negotiate for something like that.

Daniel Coolidge, a Trustee of the Wayside Inn, informed those present that a meeting has been scheduled with Northland at the Wayside Inn on Sunday, September 27, 1987, at 7:15 p.m. He urged all interested residents and town officials to attend so the Wayside Inn may understand fully the desires and concerns of the Town. Mr. Coolidge stated that it is the intention of the Trustees of the Wayside Inn to hold onto its restrictions of five acres until

IN BOARD OF SELECTMEN
SPECIAL MEETING
SEPTEMBER 22, 1987
PAGE 5

they are satisfied that the Town has the best deal. He pointed out that the Wayside Inn is rapidly losing its effectiveness to negotiate with each passing year and would therefore like to see the property developed by a responsible company.

Following further discussion, Chairman Donald thanked Northland for its presentation, for the input of Mr. Coolidge and the Town's residents, and expressed the hope of the Board for a mutually-beneficial resolution of this matter.

Whereupon, the meeting was adjourned at 9:45 p.m.

Attest:

Richard E. Thompson
Executive Secretary-Clerk