

Present: Christopher Morely (Chairman), Bob Beagan, Lynne Remington,
Pat Brown, Fred Floru, Elizabeth Quirk, Thomas Friedlander, Sherrill
Cline, Diana Warren and Director of Planning and Community
Development Jody Kablack

At 7:31 p.m., Chairman Morely called the meeting to order.

Community Preservation Act – FY17 Project Submissions – Discussion

Wayside Inn Preservation Project – Present: Wayside Inn Board of Trustees’ Members Mark Kablack, Gary Christelis, Lily Gordon, Robert Hurstak, Miner Crary, Wayside Inn Innkeeper Steve Pickford, Sudbury Valley Trustees (SVT) Director Christa Collins and Town Manager Melissa Rodrigues

At 7:31 p.m., Chairman Morely opened a discussion regarding the Wayside Inn Preservation Project submission.

Ms. Kablack announced that, since her husband is a member of the Wayside Inn’s Board of Trustees, she has filed the appropriate disclosure forms which indicate that there is no conflict of interest, but that she will recuse herself from all related funding request discussions regarding the Wayside Inn, and Town Manager Rodrigues will oversee the discussion on this project.

Wayside Inn Board of Trustees member Mark Kablack presented to the Committee the Inn’s proposal to offer the Town a Conservation Restriction (CR) on the Inn’s entire campus of approximately 110 acres. Mr. Kablack stated protecting the Inn’s legacy in perpetuity would be a fitting 300th anniversary gift. He displayed a plan exhibit and he summarized the activity of the last year, including the report completed by LandVest, which will serve as the basis for negotiating a CR price. LandVest determined the highest and best use, under current zoning, was for 15 residential lots and for the Inn to continue its ongoing business use on a separate lot. Mr. Kablack stated the Trustees want to maximize the value of the CR and to present the best proposal for permanent preservation of the property. Thus, the Trustees voted to not exclude any parcels and to present the Board of Selectmen with a proposal for all 110 acres for \$6.325 million. Mr. Kablack further stated the Town has hired Avery & Associates to verify the initial appraisal valuation, and once their report is received by the Selectmen, a price for the CR and the payment structure can be determined. He also stated he has met with SVT Land Protection Director Christa Collins and Chairman Morely regarding the language of the CR. Mr. Kablack stated the Nobscot Mountain CR has many similarities to what would be envisioned for the Inn’s CR, and thus it can be used as a model.

Mr. Kablack distributed copies to the Committee of a handout which compares and contrasts many features of the proposed Wayside Inn CR with the Nobscot CR. He explained that primarily three uses are envisioned for the CR, and he described them as active use of the Inn, active programming on passive use areas, and restrictive open space. Mr. Kablack noted the Trustees are cognizant and sensitive to the CPA funding status this year. He emphasized the Trustees are very willing to work with the Town to agree upon creative funding options, and to possibly include installment payments. Mr. Kablack highlighted some CR features which would be important, particularly noting public access.

Mr. Kablack stated the Nobscot model of granting the CR to the Town and having SVT serve as steward has been successful and it would likely be used for the Inn’s CR, which would include a mediation provision. Mr. Kablack emphasized the Inn’s campus is the last top-ranked large property listed on the

Town's Open Space and Recreation Plan, and he noted its standing as a Massachusetts Historical Site, and it is located in a local Historic District. He stated the Trustees believe the Inn's core essence is worthy of CPA funding.

Mr. Kablack stated the Trustees have worked on its proposal for over a year, and, although they realize CPA funding is limited this year, they are not sure any other time would be better. He reiterated the Trustees would like to work as partners with the Town to develop flexible payment options. Mr. Kablack explained the funds generated by the CR would be put into an historic preservation fund for the Inn, to preserve the buildings and property and enhance future programming.

Chairman Morely stated he believes the Town is very familiar with the Inn as a local, longstanding entity.

Mr. Friedlander asked why SVT should hold the CR instead of the Town, and whether the Town could decide differently. He questioned whether dual ownership adds unnecessary complexity to the CR, and he noted SVT gets paid to maintain the CR. Mr. Kablack noted SVT has land stewards on staff who are better suited to the responsibilities, and he sees SVT's role as a facilitator.

SVT Director Christa Collins stated SVT has not been asked to help raise funds for the Inn. Ms. Collins stated the Inn's proposal includes many ongoing activities which will need to be managed. She also stated SVT is committed this year to another project for fundraising activities, but assistance might be possible in the future.

Mr. Friedlander asked what the Town gets if the Inn receives the funds and finds it is not able to maintain the property. Mr. Kablack stated the Inn is operating well as a restaurant now and for the tavern and lodging components. However, he explained the Inn's operations cannot support the other structures, and thus, an endowment is needed. Mr. Kablack stated the Trustees intend to only spend the interest earned from the endowment fund. In the event of a catastrophic failure, which he believes is not likely, Mr. Kablack stated the Town would still have the benefit of the land never being able to be developed and it would be permanently preserved. He also stated charitable organizations cannot violate their charters or they risk incurring penalties. Mr. Kablack emphasized the Trustees are members of this community and want all parties to be satisfied.

Ms. Quirk and Ms. Warren stated the end result for the Town is that the land would be permanently preserved.

Chairman Morely stated it is possible the Inn's restaurant could be sold to another restaurant in the future, and he asked if the Town could possibly have a right of first refusal (ROFR) and/or be involved in such a decision. He also questioned whether a sale to another restaurant would result in double payment for that component. Mr. Kablack reviewed the proposed valuation, and he said there could be further discussion regarding additional potential claims.

In response to a question from Ms. Brown, Ms. Collins and Mr. Kablack briefly described the rare possibility of a CR being extinguished by the State Legislature, requiring local votes as well as votes of both sides of the legislature.

Mr. Friedlander asked if the Inn's offer is all or nothing, or if there is flexibility for negotiation. Mr. Kablack emphasized the Trustees want to work creatively with the Town, and their preference is to protect the entire property.

Chairman Morely stated the Inn's property encompassed over 3,000 acres at one time, and lots have been considered for sale in the past. He stated the acres which remain are considered to be the core of the property, and carving out more lots is probably not recommended or preferred.

In response to a question from Town Manager Rodrigues, Mr. Kablack explained the four possible State restrictions, how they are valued differently and why a joint historic and conservation restriction was not proposed.

Ms. Warren stated it is important to note the property is located within an Historic District.

Town Manager Rodrigues asked if State agencies should be contacted to explain the Town's intent so as to avoid any misinterpretations and a possible denial. Mr. Kablack and Ms. Collins stated they have discussed this and they plan to reach out to the appropriate authorities.

Ms. Cline asked what the Trustees plan to do for fundraising. Mr. Kablack explained they have reached out to individual private donors and they have raised \$50,000 for the preservation fund to date.

Chairman Morely stated there are not enough CPA monies available this year to fund the request in its entirety, but it is possible there could be some combination of funding with a debt exclusion, such as what was done for Johnson Farm. Chairman Morely stated possibly an installment plan could be negotiated which could be presented on a ballot to voters. He noted the price would be negotiated by the Board of Selectmen and the Town Manager. Chairman Morely stated there is approximately \$2.5-\$3 million of CPA bonding capacity available this year and \$3.5 million in reserves. He further stated the Committee has never previously recommended using all of its available monies.

Mr. Kablack asked if three installments of \$2 million each could be considered. Ms. Cline noted this would be more than the CPA income received each year. Chairman Morely stated another funding source along with CPA monies would be needed.

Town Manager Rodrigues stated she is concerned about this article being on the Warrant this year because she believes the Fairbank Community Center Study Group also plans to submit a very large (approximately \$35 million) article request to the Selectmen. Town Manager Rodrigues stated she and Selectman Woodard have been chosen to represent the Selectmen in negotiations with the Inn's Trustees.

At 8:37 p.m., Mr. Kablack stated the Inn's Board of Trustees are available for future discussions, and the discussion was concluded.

Sudbury Housing Authority – Possible Amendment to Article 43 of the 2006 Annual Town Meeting – Discussion

At 8:38 p.m., Ms. Cline updated the Committee that there is \$180,000 left of the previously appropriated \$360,000 from Article 43 of the 2006 Annual Town Meeting, which was to be used to purchase a property. There is currently one home under consideration. However, Ms. Cline explained that, if a purchase does not seem possible, an article for an amendment to the 2006 article may be submitted next year to reuse the remaining funds.

FY17 CPC Budget & Financials & CPA Bonding Capacity and Review of FY17 Project Submissions for the Annual 2016 Town Meeting - Discussion

Ms. Kablack distributed copies tonight to the Committee of handouts and spreadsheets entitled, "Proposed CPC FY17 Admin. Budget January 6, 2016," "FY17 CPC Financials," "CPA Bonding Capacity 1/6/2016," and the "CPA Analysis Brief Dec. 2015." In addition, copies of a Commonwealth of Massachusetts Decision and Order regarding a Town of Norwell case regarding the use of CPA funds for walkways were distributed tonight to the Committee.

Mr. Beagan reported the Park and Recreation Commission is at a crossroads regarding the Davis Field project. The Commission would like to go forward with the project, but it does not have the estimated \$7,500 to complete a suggested traffic study and environmental review.

Chairman Morely asked if the Department of Public Works (DPW) has been consulted regarding possibly helping to lower the estimated cost of the Davis Field project. Mr. Beagan stated he would follow-up on this.

Ms. Remington asked if the Commission would consider withdrawing the project request if it cannot fund the recommended studies. Mr. Beagan stated the Commission would consider withdrawing the request.

Chairman Morely summarized the funding requests total \$1,141,000 (excluding the Wayside Inn project) and the anticipated CPA revenue is only \$669,802, after existing debt service and administrative costs.

Ms. Kablack stated the court decision regarding the Town of Norwell may be appealed; however, it appears the Superior Court has decided that CPA funds should not be used for a walkway program similar to Sudbury's. Thus, she stated the Capital Improvement Advisory Committee (CIAC) will explore whether \$100,000 is available for walkways. Ms. Kablack stated she would confer with Town Counsel regarding whether the approximately \$80,000 remaining from last year's walkway appropriation could be returned to the CPA account. Ms. Kablack also stated she plans to speak with the CPA Coalition next week regarding their interpretation of the Norwell Decision.

The Committee had no questions regarding the Sudbury Housing Trust's allocation request or the Town Center Landscaping request.

Regarding the Bruce Freeman Rail Trail 75% design funding request, Ms. Kablack stated she would get an updated schedule from the consultant for the Committee's next meeting. It was noted the Order of Conditions which was appealed was dismissed at Superior Court, and the survey work is now underway. Chairman Morely also asked Ms. Kablack to review the VHB schedule for the project and whether the NRAD is included. Ms. Brown stated she is interested in seeing the tasks to be accomplished and their timeline between the 25% completion and when the 75% design would begin. Chairman Morely concurred, noting he would also like to see the anticipated costs for the tasks. Mr. Friedlander stated he prepared a draft timeline, and he estimates the 25% design work would not be completed before the next CPA funding round.

Regarding the Loring Parsonage project, Town Manager Rodrigues stated she signed a contract today for designer services to be completed before June 30, 2016 using the state funds received for this project. Chairman Morely stated he discussed with Sudbury Historical Society's (SHS) Executive Director Sally Hild the possibility of recommending only a portion of the funds, noting the time needed to negotiate a

lease with the Town. Mr. Beagan asked if SHS would consider less funding. Ms. Hild stated less money than what was requested would impact their timeline and their fundraising campaign, but they understand this year's funding constraints. Chairman Morely suggested CPA funding of possibly \$50,000 to \$100,000.

Ms. Cline asked if there are any Historic reserves. Ms. Kablack stated there are approximately \$117,000, but she needs to confirm this figure with the Town Accountant.

Ms. Cline suggested the Committee should discuss the Wayside Inn proposal, and she asked whose decision it will be as to whether to proceed. Chairman Morely stated phasing the project over three years becomes complicated. He is inclined to recommend finding a way to make the project happen all at once and have it completed. Chairman Morely stated the Committee has the first decision as to whether it recommends that the project moves forward to the Selectmen to negotiate an article for Town Meeting. Town Manager Rodrigues stated the Town's appraisal report is expected in mid-January 2016. Ms. Cline stated the Committee needs to decide how much of the CPA funds should be spent on this purchase and how much should be bonded. She further stated it is a worthy project, but the Committee needs to be cognizant of saving some CPA funds for unanticipated and other projects. Mr. Floru stated the Committee needs to consider the Town's appraisal information regarding the valuation. Ms. Warren urged the Committee to find a way to recommend the purchase and to send a strong message to help the article pass at Town Meeting for such a worthy local landmark. Chairman Morely asked how much \$1 million of bonding costs. Town Manager Rodrigues stated it is estimated to cost approximately \$100,000 per \$1 million bonded. Ms. Brown stated the Selectmen believe the proposal is worthy, but it is a lot of money. She also stated Selectman Woodard has been chosen as the Selectmen's liaison to work with the Town Manager to negotiate a deal.

Mr. Friedlander asked if the Goodnow Library funding request is more operational than CPA-related. The consensus of the Committee seemed to be that the request is CPA-eligible.

Ms. Brown asked if there are any previously appropriated funds which have not been spent and could be reverted. Ms. Kablack stated she would check, but she does not anticipate the amount to be large.

Ms. Kablack stated the Committee will need to sign and approve the Warrant articles at its next meeting, and she asked if there are any projects for which she could begin to prepare draft articles.

On motion duly made and seconded, it was

VOTED: To recommend an appropriation up to \$100,000 for the Town Center Landscape Restoration – Phase 3, and to ask Ms. Kablack to prepare a draft Warrant article for review.

Ms. Warren abstained from the vote.

On motion duly made and seconded, it was also

VOTED: To recommend an appropriation of \$202,600 for the Sudbury Housing Trust allocation, and to ask Ms. Kablack to prepare a draft Warrant article for review.

Ms. Warren abstained from the vote.

On motion duly made and seconded, it was further unanimously

VOTED: To recommend an appropriation of \$40,000 for the Goodnow Library Archives, and to ask Ms. Kablack to prepare a draft Warrant article for review.

Ms. Brown asked if the Regional Housing Services Office (RHSO) Fee should be included in the community housing funds and not as part of the CPA Administrative Budget. Chairman Morely stated Ms. Brown has broached this several times, and the consensus of the Committee has been that the RHSO fee is an administrative expense which relates to a CPA-eligible category and activities. Ms. Cline concurred, noting the Committee has stated that it does not perceive the current recording of this item as an issue. Ms. Kablack stated the Warrant Report for the CPC budget article could be expanded to help clarify the information. Ms. Remington stated she believes the information is transparently available to the public.

Mr. Floru asked about the inclusion of Town Counsel Services in the CPA Administrative Budget. Chairman Morely stated it is an internal bookkeeping system which was established to help offset expenses, since the Town and the CPA are both tax-raising entities.

Minutes

On motion duly made and seconded, it was

VOTED: To approve the minutes of December 2, 2015.

CPC Future Meeting Schedule

Ms. Kablack stated the next meeting is scheduled for the Committee to further deliberate projects on January 20, 2016 in the Silva Conference Room, on the second floor of the Flynn Building, and to vote the Warrant articles.

On motion duly made and seconded, it was unanimously:

VOTED: To adjourn the meeting at 9:45 p.m.