

IN BOARD OF SUDBURY SELECTMEN  
TUESDAY, DECEMBER 20, 2016  
EXECUTIVE SESSION (9:41 P.M – 10:26 P.M.)

Present: Chairman Susan N. Iuliano, Vice-Chairman Charles C. Woodard, Selectman Robert C. Haarde, Selectman Leonard A. Simon, Selectman Patricia A. Brown and Town Manager Melissa Rodrigues

**Wayside Inn - Update**

Vice-Chairman Woodard provided the Board with an update regarding the Wayside Inn proposal, noting the appraisal was received. He stated he and Town Manager Rodrigues recently met with Wayside Inn Trustee James Hill and two representatives from the Sudbury Valley Trustees (SVT) recently. Vice-Chairman Woodard stated SVT has a good perspective on Conservation Restrictions (CR), and it views the Inn proposal as being similar to the Nobscot deal. In contrast, he stated the Inn views its proposal as being similar to the Pantry Brook deal. Vice-Chairman Woodard stated SVT recommends fundraising be part of a purchase package.

Vice-Chairman Woodard reported the meeting was challenging because Mr. Hill's approach and tone were difficult. He explained Mr. Hill was displeased when it was suggested the endowment fund to properly maintain the property be negotiated in writing, and Mr. Hill perceived this as a lack of confidence for the Inn. Vice-Chairman Woodard reported that he asked how much money is needed to manage the property, but he was unable to obtain a clear answer. Town Manager Rodrigues stated the response appeared to be that the Inn does not think this information is the Town's business, and she informed them it is everyone's business once taxpayers are being asked for funding. The consensus of the Board was that the Inn should know how much it spends to maintain the property, and this is a fair question to be asked by the Town.

Selectman Haarde stated Carole Wolfe had an approved subdivision plan for her property and there was the threat of a Chapter 40B development. He does not believe the same threats are applicable to the Inn property and that it would sell to a developer.

Selectman Simon stated the whole of the Inn property is worth far more than the sum of its parts, and it is considered by many to be the gem of the Town.

Vice-Chairman Woodard reviewed some key points, including the property is ranked the highest priority on the Open Space Plan, SVT advises that the Inn be required to raise donations, and that SVT advises the Town should not pay the full appraised value, which could be approximately \$6 million. He believes it could be fair for taxpayers to be asked to pay less than the appraised value with a \$3 million debt exclusion (which would cost the average homeowner approximately \$35 per year), with \$1 million to be funded from Community Preservation Act funds, and with a requirement of between \$1-2 million in fundraising. Vice-Chairman Woodard stated he assumes the SVT and Inn would work together on fundraising, and during the meeting he made a note that \$1 million seemed possible.

In response to a question from the Board, Town Manager Rodrigues stated she believes the Inn has a capital endowment fund and a programming endowment fund and the Inn does not want them to compete with each other's donors.

Selectman Brown stated the Community Preservation Committee raised the question of fundraising with the Inn for its proposal last year, and it was told this was not part of their plans. She asked what the timeframe would be for the fundraising because she thinks there should be a one. Vice-Chairman Woodard stated this was not discussed. Chairman Iuliano stated a vote could be contingent on a fundraising amount to be raised in a certain timeframe.

Vice-Chairman Woodard stated the Inn has asked to know what the Town's purchase price offer is. He believes a price structure of \$5 million makes sense. He noted the Town's appraisal is \$5.6 million, but there is still one lot which is in question as to whether it is buildable. Vice-Chairman Woodard stated that, as a non-profit, he has been advised the Inn should not receive the full fair market value. Selectman Haarde asked if SVT has stated this to the Inn, and Vice-Chairman Woodard stated this perspective was shared by SVT in the meeting.

Selectman Simon stated the Inn will have the choice of either fundraising or reducing its price to the Town.

In response to comments from the Board, Selectman Brown stated there is considerable Community Preservation Committee (CPC) interest in preserving this property, but the CPC does not know what the CR entails, and the amount of CPA funds available for the proposal is still to be determined.

The consensus of the Board was that the Town's position will be \$4 million from the Town (\$3 million debt exclusion and \$1 million CPA funds) with a required minimum of \$1 million in SVT/Inn fundraising. In response to a question from Selectman Brown, Vice-Chairman Woodard stated he anticipates the Town will know the Inn's position on this proposal prior to the CPC presentation on this project on January 4, 2017. Chairman Iuliano suggested Vice-Chairman Woodard should share this idea with the SVT, and he stated he would do so.

It was on motion unanimously

VOTED: To have Vice-Chairman Woodard, on behalf of the Board, offer a purchase price of \$5 million to the Wayside Inn for the proposed Conservation Restriction, which would be contingent on a \$3 million debt exclusion, \$1 million of Community Preservation Act funds, and \$1 million of fundraising by the Wayside Inn, with the help of the Sudbury Valley Trustees.

#### **Protect Sudbury Community Preservation Committee Funding Proposal – Legal Opinion**

Selectman Brown recused herself from this discussion, and she exited the Building for the night.

Town Manager Rodrigues distributed copies to the Board of a confidential opinion from Town Counsel Barbara Saint Andre to the Community Preservation Committee regarding the eligibility to use Community Preservation Act (CPA) funds for the proposal submitted by Protect Sudbury. Town Counsel's opinion is that there is no clear precedent for whether this proposal would be a proper use of CPA funds.

It was on motion unanimously

VOTED: To release to the public the opinion from Town Counsel Barbara Saint Andre to the Community Preservation Committee dated December 20, 2016 regarding the eligibility to use Community Preservation Act (CPA) funds for the proposal submitted by Protect Sudbury.

It was further on motion unanimously

VOTED: To adjourn the Executive Session to consider the purchase, exchange, lease or value of real property, if the Chair declares that an open meeting may have a detrimental effect on the negotiating position of the public body (Wayside Inn property), and to discuss release of a legal opinion in regards to the Protect Sudbury Community Preservation Committee opinion, pursuant to General Laws Chapter 30A, Section 21 (a) (6) Chairman Susan N. Iuliano, aye, Vice-Chairman Charles C. Woodard, aye, Selectman Robert C. Haarde, aye, and Selectman Leonard A. Simon aye.

There being no further business, the meeting adjourned at 10:26 p.m.

Attest: \_\_\_\_\_  
Melissa Murphy-Rodrigues  
Town Manager-Clerk