

MEMORANDUM

Date: November 21, 2103

To: Donna VanderClock, Town Manager

From: Steven G. Cecil AIA ASLA

RE: Findings and Recommendations: Status and Process for the Reuse of the Josiah Smith Tavern and Old Library

Copy: Emily Keys Innes, The Cecil Group.

This memorandum summarizes our findings and recommendations regarding the status and future process for advancing the reuse of the Josiah Smith Tavern and Old Library. This memorandum is intended to assist the Board of Selectmen as it contemplates how best to proceed to formulate its positions and recommendations regarding the buildings and the sites.

The Cecil Group has undertaken a series of meetings, discussions and reviews of information provided by various entities and individuals who have expressed interest in the redevelopment of all or parts of the complex. This memorandum reviews that process and describes our findings and recommendations in regards to:

- Range of use concepts and advocates
- Concepts for Town use
- Current designated developer
- Potential procedural choices to advance reuse
- Roles and process for the Advisory Committee
- Proposed rezoning

As a general observation, we find that there is a relatively limited range of use, ownership and stewardship options that are being actively discussed and advanced. Many of the underlying ideas and expressed interests appear to be compatible, and there appears to be a willingness on the part of some participants to explore opportunities that combine features of different approaches into a complete project. Nevertheless, there is not enough space to in the complex to meet all of the current concepts, and some of the concepts appear incompatible. We are optimistic that a specific proposal and approach will emerge and meet the redevelopment criteria previously established by the Board of Selectmen. This will require additional time for discussions and evaluations that can includes all of the parties who have identified themselves as interested in being tenants, owners or landlord, before finalizing a decision about whether the Town should reissue an RFP.



Findings and Recommendations

Range of Use Concepts and Advocates

Among the uses that appear to have active proponents at this time are:

- Housing, including market rate ownership and affordable senior housing
- Private nonprofit arts center, including artist studios or other spaces for various arts and culture uses and activities
- Meeting space for community events and activities
- Women's Community League
- Weston Historical Society
- Restaurant/café
- Other uses have also been raised in conversations, but do not appear to have current specific advocacy

The range of uses being currently discussed are compatible with the Board of Selectmen's use criteria, and could be compatible with one another, depending upon the siting, scale and other characteristics.

Some of the concepts being considered would preclude multiple uses in some buildings, or are being discussed as requiring the entire campus.

Concepts for Town Use

Some of the concepts would entail retention of the buildings in the control of the Town. These include use of the buildings for elderly housing similar to the Brookside School facility, or retaining control as a steward of non-profit entities with civic oriented uses. We have consistently pointed out that disposition of town property through long term lease or sale requires an RFP process, regardless of whether the use is a for-profit, non-profit, ownership housing. If the activities are part of Town services and needs, or if leases are short term, then the Town does not need to engage in an RFP process.

As in the past, we strongly recommend that the Board of Selectmen reach a decision about the extent to which it wishes to retain some or all of the facilities for Town use as a function of its needs, before negotiating any final agreement or committing to another RFP process.

Current Designated Developer and Potential Future Participation

In our meetings and discussions with Kamran Zahedi of Urbanica, he has indicated a continuing interest and willingness to consider significant modifications in the original proposal and create a revised approach if it will better meet the Town's interests and is a reasonable proposition consistent with Urbanica's interests and goals.

As we have noted previously, the purpose of the negotiation process was anticipated in the original RFP and in the Letter of Intent. However, for Urbanica to continue to be a



participant in the process as a candidate for either long-term lease or sale of the property and development of related portions or all of the project, the Town will need to retain the option to continue to work with Urbanica through a modification of the Letter of Intent, which is due to expire. Urbanica has offered to extend such an option to the Town. We recommend that the Town accept this offer and execute appropriate amendments or agreements. We have prepared a separate memorandum listing the reasons that we believe that this is clearly in the interest of the Town.

Schedule and Procedural Choices to Advance Reuse

We do not recommend reissuance of an RFP at this time, and it is not certain that such a process will be necessary or appropriate, depending upon the Board's resolution relative to several key topics that are described below. We are prepared, if requested, to provide advice concerning the various options that the Town will retain, after completing the steps noted below.

The options that the Board of Selectmen will retain include the following, any of which may prove to be in the best interests of the Town, depending upon its resolution of certain questions:

- Retain all of the buildings in Town ownership and use all or portions of the buildings for Town programs and services.
 - Retain some of the buildings in Town ownership for Town programs or uses, and advance the sale or lease of other portions under the auspices of the current proponent that the Board of Selectmen have designated through the RFP process, if it is mutually agreeable.
 - Proceed with a disposition by sale or lease with the current proponent, incorporating those uses or other aspects of the use and ownership structure meeting the Town's interest that are mutually agreeable with the proponent.
 - Determine that there is no appropriate outcome meeting the Town's interests and mutually acceptable to the proponent either by unilateral decision by the Board of Selectmen or through withdrawal of the proponent.
 - Conclude that the Town's interests are best served through the long-term lease or sale of all or part of the campus, and proceed with a second Request for Proposal process.
 - Complete the preservation improvements to the Old Library which will serve to stabilize the buildings, and take no further action until a viable consensus advocate and plan emerges in view of the divisive civic discussions and the ability of various boards and commissions to effectively block specific reuse proposals as a result of their interpretations of Town interests. This will require decisions and agreements about the leases and space occupied by the current tenants or other tenants that the Town may wish to consider.
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We should note that, if the Town wishes to retain the buildings and offer all or part of them through short-term leases, there are various procedural requirements and options available to it. For example, a Request for Proposal process using specific selection criteria can also be used to facilitate choices among prospective tenants, while retaining the ability to reject any proposal not meeting the Town's criteria and interests.

Schedule

We recommend that the Board of Selectmen proceed with a clear goal of resolving key questions and topics within a six-month time frame. However, some steps in the process of finalizing draft agreements or pursuing other specific implementation steps are likely to require time beyond six months. The regular May town meeting in 2014 should be considered as a potential milestone for certain decisions, but not as a deadline if the interests of the Town are better served by fully completing preparatory steps.

Topics and Process for Resolution

At this point in time, we recommend that the Board of Selectmen participate in a continuing process to establish the most promising and complete approach to the reuse of the entire JST/OL campus including advancing specific actions for approval by Town Meeting and relevant boards and commissions. This should be accomplished by taking the time and using the steps available to it to answer the following questions.

1. Should the Town retain all or parts of the campus for Town use, including the following considerations, which should be resolved sequentially?
 - Of the proposed Town-related uses, are they appropriate and needed in terms of programs or services, and who will be the responsible board, commission, department or entity associated with them?
 - Does the associated board, commission, department or entity have the appropriate mission or charge, and do they support provisions of the suggested programs in this space?
 - If a program or service is needed or desirable that is being considered for the campus, is the best choice of location and cost, relative to other options?
 - Would the proposed Town uses be consistent with the criteria that the Board of Selectmen have been using regarding the desired outcome for rehabilitation and reuse of the campus?
 - Are the capital costs associated with re-occupying the buildings for Town purposes likely to be accepted and supported by the entities responsible for recommendations, allocation and administration?
 - Assuming that CPA funds are used, will the requirements for funding be compatible with funding of other portions of the entire campus to meet Town goals and the need for preservation, facility repairs and upgrades for future uses?
 - What are the projected operating and maintenance costs that the Town
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would be responsible for, and what are the risks that the Town would undertake for underperforming revenue projections?

- Is the Town likely to support the future obligations associated with the operating and maintenance expenses?

If the Board of Selectmen conclude that there are positive answers to all of the above questions, it should proceed as follows:

2. If the Town wishes to retain portions of the campus for Town purposes, is a revised proposal by the current proponent incorporating the Town's programs or services possible and would a revised proposal fulfill the Town's interests?
 - What would be the allocation of uses, ownership and tenancy?
 - Would the total capital request for the entire campus be likely to achieve the requisite Town approvals?
 - Are there other revisions that would better meet the Town's interest that the proponent would agree to in a revised proposal, such as the amount, type, location and characteristics of the civic-oriented uses on the site?
 - Would the revised proposal be consistent with the criteria that the Board of Selectmen have been using regarding the desired outcome for rehabilitation and reuse of the campus?

If the Board determines that there are positive answers to all of the questions listed above, then it can proceed with final negotiations and prepare and support the related agreements, proposals and actions to seek necessary Town approvals.

3. If the Board of Selectman do not choose to retain all or portions of the campus for Town purposes, are there modifications in the current proposal that would better meet the Town's interests as indicated in the criteria it has already established, and to which the proponent would agree?
 - Are there other revisions that would better meet the Town's interest that the proponent would agree to in a revised proposal, such as the amount, type, location and characteristics of the civic-oriented uses at the campus?
 - Are there other aspects of the proposal that could be beneficially included such as ownership structure?
 - Would the total capital request be likely to achieve the requisite Town approvals?
 - Would the revised proposal be consistent with the criteria that the Board of Selectmen have been using regarding the desired outcome for rehabilitation and reuse of the campus?

If the Board determines that there are positive answers to all of the questions listed above, then it can proceed with final negotiations and prepare and support the related



agreements, proposals and actions to seek necessary Town approvals.

4. If either the Board or the proponent concludes that a mutually acceptable approach cannot be reached at any time in the process, or if final negotiations or necessary Town approvals are not successful, what should the Town do?
 - Should the Board of Selectmen continue to seek long term disposition of all or part of the property through sale or lease?
 - Would a second RFP process be likely to achieve the Town's purposes, taking into account the market considerations associated with costs, revenues, risks, competing opportunities and the permitting and approval requirements?

If the answers to these questions are positive, then the Board of Selectmen should initiate a second RFP process.

5. For any portion of the campus that the Board does not decide to retain for Town purposes or pursue long-term disposition, how should the Town consider and select among potential short-term tenants or to leave buildings vacant?
 - Are the short-term tenancies consistent with the Town's interests?
 - Will short term tenancies require capital improvements that must be funded through CPA or other sources, and are there likely to be sufficient funds to support those improvements?
 - What are the prospective revenues and risks associated with short term tenancies relative to the Town's anticipated operating and maintenance costs, what will be the Town's net cost or exposure if revenue projections are not attained or costs are exceeded?
 - Will there be adequate support for Town funding of future shortfalls between revenues and costs?
 - Is there an appropriate method or organizational structure to select and manage tenants over time that will better serve the Town's interests than the current method?

If there are positive answers to these questions are positive, the Board of Selectmen should proceed with the associated recommendations and actions.

Roles and Process for the Advisory Committee

We recommend that the Advisory Committee serve to assist the Board of Selectmen in the formation of its opinions and actions relative to the JST/OL as the Board reaches conclusions relative to the specific set of questions listed above.

It is very important that the role of the Advisory Committee be made clear and is consistently followed in the structure of its agendas and the formulation of its recommendations. The Advisory Committee will be an important sounding board for concepts and ideas regarding both the outcome and the process for reuse and



redevelopment. It should not be misinterpreted as a jury charged with choices among competing proposals, as a solicitor of specific proposals, or as the negotiator with any entity or proponent. Such responsibilities are inherent in the Board of Selectman's role with Town governance and administration.

Proposed Rezoning

We have reviewed the proposed rezoning including the warrant article currently scheduled for consideration and vote at the Town meeting.

Regardless of the outcome, the fundamental procedural recommendations in this memorandum would remain the same, including the overall schedule, participants, and goals for the process.

Process Summary

Advocates of several Town or nonprofit uses for either the Josiah Smith Tavern and Barn or the Old Library, or both have come forward over the few months. The Cecil Group reached out to those who had made contact with Donna VanderClock, the Town Manager, or with the Board of Selectmen. We met with the following advocates:

- The Elderly Housing Committee – Steve Cecil met with John Hennessey on October 11 and separately with the Elderly Housing Committee the following week.
- Jack Deary, Tom Selldorf, John Sellay – Steve Cecil met with these three advocates on October 11 and Steve Cecil, Emily Innes and Kamran Zahedi met with them on November 21.
- Michael Glynn, William Sandalls, Susan Smick – Steve Cecil met with Michael Glynn and William Sandalls in separate meetings on October 11 and Steve Cecil and Emily Innes met with all three advocates on November 21.

We have tried to meet with representatives from the Historical Commission and the Planning Board, but were unable to arrange a meeting as of the date of this report.

The focus of these discussions was to understand the specific ideas brought forward by the advocates. As discussed above, the advocates have identified uses that are either related to Town services or to nonprofit uses. The tenor of the conversations has been generally positive – some, but not all, of the advocates are interested in further discussions with the proponent. Others may choose to pursue their ideas separately.
