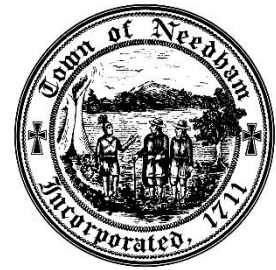


SELECT BOARD AGENDA

Special Meeting

1:30 p.m. March 28, 2025



Zoom

Pursuant to Chapter 2 of the Acts of 2023, meetings of public bodies may be conducted virtually provided that adequate access is provided to the public.

To listen and view this virtual meeting on a phone, computer, laptop, or tablet, download the “Zoom Cloud Meeting” app in any app store or at www.zoom.us. At the above date and time, click on “Join a Meeting” and enter the meeting or click the link below to join the webinar:

Link:

<https://needham-k12-ma-us.zoom.us/j/82601013229?pwd=OE82V1MxQnJUZHVXZjFNbWJXRFJoQT09>

Webinar ID: 826 0101 3229

Passcode: 652800

One tap mobile: [+16469313860](tel:+16469313860).,82601013229#,,,*652800#

This is a public meeting of the Needham Select Board. The meeting is open to the public both in person and via Zoom. Residents are invited to provide comment during the public comment period (if set forth below) and for any item explicitly listed as a public hearing. Public comment is not available during other agenda items.

1.	1:30	Charge and Composition of the Stephen Palmer Reuse Development Committee
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MEMORANDUM

TO: Select Board
CC: Kate Fitzpatrick, Town Manager
David Davison, Deputy Town Manager/Director of Finance
Chris Heep, Town Counsel
FROM: Katie King, Deputy Town Manager
SUBJECT: Stephen Palmer Development Review Committee Charge
DATE: March 27, 2025

Below further details the two potential conflict of interest issues under the current charge of the Stephen Palmer Development Review Committee and options for the Board to consider.

Conflict of Interest Issue #1 – applies while the appointee is serving.

Scenario 1: (1) an appointed at-large committee member with housing development or public/private partnership experience is currently employed by a development company, and (2) the Committee ultimately recommends the future of Stephen Palmer as a public/private housing development project.

M.G.L. c.268A, §19 prevents any appointee from acting in a manner in which they or their employer has a financial interest. There are ways to address a financial interest under §19 that would still allow the volunteer to serve. First, the Select Board can make a written finding, before the committee begins its work, that the volunteer's financial interest is not so great as to be likely to affect the integrity of their service. Second, there is an exemption under §19 that covers appointees to a town board if the appointee is required to represent a particular industry and their financial interest is truly shared by the entire industry. Town Counsel has advised that it is unlikely that the exemption will apply in this circumstance, but a final determination can only be made based on the specifics of the individual and their employer.

Options to consider:

1. Keep the charge as approved on 2/25/25. Have the candidate talk to Town Counsel. If Counsel determines that the exemption does not apply, Counsel will recommend that the Select Board make a finding that the volunteer's financial interest is not so great as to be likely to affect the integrity of their service.
2. Amend the charge to "two members at large" with no additional experience required. The Committee will have the public/private partnership and development expertise available to them by the Town's consultant and can invite experts to provide input through the community engagement process.

Conflict of Interest Issue #2 – applies after the Committee completes its work and disbands.

Scenario 2: (1) an appointed at-large committee member with housing development or public/private partnership experience is currently employed by a development company, (2) the Committee ultimately recommends the future of Stephen Palmer as a public/private housing development project, (3) the Town issues an RFP to achieve this vision, and (4) the volunteer committee members' employer bids on the RFP.

Under M.G.L. c.268A, §18, a former municipal employee is prohibited from acting as agent or attorney for anyone other than the Town, or receiving compensation, directly or indirectly, from anyone other than the Town, on a matter that they participated in while serving in a Town position. The employer (development company) is not subject to the conflict of interest law and is not precluded from bidding. However, if the employer chooses to bid and is selected as the private developer of the property, their action could put the individual former committee member in violation of the law if they work on the project or if they derive compensation directly or indirectly from the project.

The Town as an entity is not subject to the conflict of interest law but is subject to procurement law. If the committee member's employer is the most advantageous bidder, the Town would be in a challenging position of likely needing to award the contract to that company. The Town's actions could put the Committee member in violation of the law and the Town in a negative light from a public trust perspective.

Ultimately, it would be the actions of the employer and the Town, not the actions of the individual, that could put the committee member in violation of Section 18.

Options:

1. Keep the charge as approved on 2/25/25 but only recommend appointments of applicants who, in the Town's judgment, are not employed by a potential bidder.
2. Keep the charge as approved on 2/25/25. Provide all at-large applicants with a full understanding of the conflict of interest law and the worst-case scenario outlined above, with Town Counsel available to answer any questions the applicants may have. Let the individual decide whether to apply, knowing the risks.
3. Amend the charge to "two members at large" with no additional experience required. The Committee will have the public/private partnership and development expertise available to them by the Town's consultant and can invite experts to provide input through the community engagement process.

Town of Needham

Stephen Palmer Development Review Committee Charge

Type:	Ad hoc
Legal Reference:	Select Board Goals
Appointing Authority:	Select Board
Number of Voting Members:	Seven (7)
Term of Appointment	Three (3) Years
Special Municipal Employee	Yes*
Staff Support	Planning & Community Development Staff

Composition: Seven (7) voting members:

- One (1) member or designee of the Select Board*
- One (1) member or designee of the Planning Board
- One (1) member or designee of the Finance Committee
- One (1) member or a designee of the Council on Aging
- One (1) member or a designee of the Park & Recreation Commission
- Two (2) members at large, one of whom has experience in housing development and one of whom has experience in real estate development (ideally with public land development and/or public private partnerships)

Purpose:

The Stephen Palmer building is a former public elementary school constructed in 1914 that currently houses 28 apartments. The Town entered into a fifty-year ground lease with the developer and sold the building to the developer. Upon expiration of the lease on May 2, 2027 the property and any and all improvements revert to the Town.

The Committee, with the consultant, will engage the Needham community to envision the future of this site. The Committee will provide feedback to the consultant hired by the Town to make recommendations to the Town as to the options for reuse of the site.

Charge:

In conjunction with the selected development planning consultant, the Committee will:

- Engage the community and all relevant stakeholders in a robust citizen participation process to envision the future of the property. With the support of municipal staff, the Committee shall meet with the Consultant monthly plus at least two public hearings at which the Consultant will present its findings and seek public input.

- Work with the development planning consultant and staff to establish the exact scope of the Existing Conditions Assessment (structure and architectural analysis, code analysis, legal issues, etc.) and the implications of razing or renovating the building relative costs, limitations on uses, etc.)
- Based on the Existing Conditions Assessment and community input, work with the consultant to develop and explore three land use scenarios in terms of relative costs and benefits, opportunities and constraints, impacts on the neighborhood and town, and feasibility and timeliness of each scenario.
- Provide guidance to the consultant in developing implementation strategies including exploring the viability of different development entities, disposition mechanisms (sale, lease, joint, etc.) and potential funding sources including grant programs and public private partnership options.
- Provide guidance to the consultant in developing recommendations to the Select Board.

Charge Adopted: February 25, 2025
SME Status Voted: February 25, 2025

Charge Revised:

* Regular municipal employees serving on the Committee remain regular municipal employees, even though the committee members are designated as special municipal employees