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BRANSE & WILLIS, LLC
41-C NEW LONDON TURNPIKE
GLEN LOCHEN EAST
GLASTONBURY, CONNECTICUT 06033-2038
TELEPHONE: (860) 659-3735
FAX: (860) 659-9368

FILE COPY

**PLANNING
COMMISSION
EXHIBIT #14**

E-MAILS: MBranse@bransewillis.com
Mwillis@bransewillis.com
Eknapo@bransewillis.com

ROchsner@bransewillis.com

MARK K. BRANSE
MATTHEW J. WILLIS *
ERIC KNAPP

*ADMITTED IN MASSACHUSETTS

RONALD F. OCHSNER
OF COUNSEL

VIA FAX ONLY 275-8299

June 3, 2004

Dwight Merriam, Esq.
Robinson & Cole LLP
280 Trumbull Street
Hartford, CT 06103

RE: Westbrook Planning Commission - General Legal - The Preserve 2004
FILE NO: 2707/96069

Dear Dwight:

I have reviewed your letter of May 19, 2004, with the relevant Westbrook Town officials. We appreciate your efforts to clarify what the Town is looking for and how you can best provide it.

Let me begin by summarizing the issues and concerns from Westbrook's perspective. These are points that have been raised many times in meetings over the past several years and also in discussions that you and I have had. They address the over-arching issue of acceptance of the Westbrook portion of Sanctuary Drive as a public highway, which, in turn, influences the planning and zoning permit issues.

- I. Use restrictions: Westbrook has no zoning authority over land in Old Saybrook but will receive the bulk of the traffic from any uses that occur there. Whatever plans are submitted by River Sound today (e.g., no banquet facility) could change if zoning is the only restriction in place and Westbrook could do nothing about it. Before any use restriction can be meaningful, Westbrook needs to know precisely *what the application is*. For example, there has been no indication of the precise size of the club house, what facilities it will contain, or how many seats will be in its restaurant/lounge. Similarly, River Sound has refused to prepare any plans for the Pianta parcel, despite repeated requests that it do so. Since River Sound is now designing a

community sewage treatment system for The Preserve, it seems that those kinds of specifics ought to be available relatively soon. Westbrook can only respond to a complete and detailed proposal. During our meeting of May 5, you asked about the process to initiate a formal application in Westbrook. The response is that no application review can be meaningful unless your client is prepared to specify what, exactly, is being proposed.

- II. Open space access: Westbrook acknowledges that River Sound has the right to develop its property in some manner and that access to Route 153 would be beneficial for such development. Westbrook will receive the burdens of the traffic, road maintenance and "first responder" to emergencies but with no benefits from property taxes. One possible benefit for Westbrook would be meaningful access to open spaces, recreational facilities, trails, bikeways, and other amenities of The Preserve. "Meaningful" access must include guest parking spaces and the legal right to use the various facilities.
- III. Access to the golf course: Another potential benefit to Westbrook residents would be the ability to join the golf club. You have indicated that the current plan does not restrict golf club membership to residents of The Preserve, but, as noted above, things change. Westbrook would like to know that they will have the same rights to membership as Old Saybrook residents. Access to the golf course could also include complimentary or subsidized access to the golf course for Westbrook students, as has been discussed in the past.
- IV. Construction traffic: Besides the obvious concern about future resident and golf course traffic, Westbrook is concerned about the impact of construction traffic. Torrance Downes estimated the amount of fill required for the first Preserve application and the numbers were staggering. Much of that fill was related to the golf course, which remains part of this proposal. How much material will need to be hauled on and off the site? During what hours and days of the week? Via what route? How about construction materials (other than earth products)?
- V. Maintenance of Sanctuary Drive in Westbrook.: Is the Town to maintain this piece of road? In the past, you have offered various scenarios for providing maintenance for this road section. We also discussed some sort of arrangement under which Old Saybrook would maintain all of Sanctuary Drive (for efficiency) and be compensated in some manner. Regardless, a turnaround at or near the Town line is needed.

- VI. Distribution of traffic impacts: Westbrook has consistently called for additional traffic outlets for The Preserve. The more outlets there are, the more the traffic burdens will be split among all the road systems in the area, and not just Route 153. The additional opening to Bokum Road is a positive step, but Bokum Road is narrow, winding, and in poor condition. Does River Sound propose to make improvements to Bokum Road to make it a more attractive and safe alternative access? The current position expressed by Attorney David Royston is negative. Similarly, Westbrook feels that a full access to Ingham Hill Road is required with improvements to that road if deemed necessary by Old Saybrook public officials. During the last application, our traffic engineers advised us that a connection to Ingham Hill Road in Essex was feasible. Again, that would provide another outlet for traffic from The Preserve, depending on the destination of the vehicle. This option must be pursued.
- VII. Drainage Discharges: It remains unclear what volume and concentration of stormwater runoff will be discharged into Westbrook water courses and drainage systems. Westbrook has the obligation to assure that at best management practices are used within its municipal boundaries, and this requires a thorough evaluation of the stormwater impacts to be created by The Preserve and how those impacts are being managed.
- VIII. Public safety: We understand that The Preserve will include a fire house and that Old Saybrook already owns fire fighting apparatus to house there. This is critical because without that fire house and the apparatus to be housed there, Westbrook will be the first responder to any emergency at The Preserve. If the fire house ceases to be operational at any time, Westbrook should be compensated in some way for having to provide services to an area from which it will derive no property tax income. The same holds true for ambulance and police protection. Unless there is good access from Old Saybrook, in all weather conditions and from more than one access point, the primary burden for such services will naturally fall to Westbrook.
- IX. General: In general, Westbrook is asking The Preserve to recognize the burdens being imposed on this Town by The Preserve with no compensatory tax revenue. River Sound needs to be creative to find ways in which Westbrook residents can derive some benefits, both tangible and intangible, from this development in order to justify the creation of a new arterial roadway entering Westbrook from the East.

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With these comments in mind, allow me to respond to the points in your letter (by the numbers):

1. You have offered a concept master plan, which we know has already been presented in Old Saybrook (on May 10). This would be helpful, but a detailed, specific plan is required before we can move forward constructively. Basic questions, such as the size and seating capacity of the club house, should be available at this stage. Without such information, traffic studies are virtually worthless. In particular, the Pianta parcel must be included in all planning and studies. Developers do not build hundreds of feet of road through a parcel of land without knowing how that land is going to be developed. River Sound's refusal to disclose the future use of that parcel creates the suspicion that it intends to use the parcel in a way that would be unpopular in Old Saybrook, Westbrook, or both. This is not conducive to good faith negotiations on either side of the Town boundary.
2. You have offered basic traffic information. Again, this would be appreciated, but Westbrook cannot evaluate the impacts of this proposal without a detailed traffic study predicated on the actual, final, unchangeable development plan and the construction material volumes required to build it. Your rejection of any full connection to Ingham Hill Road in Old Saybrook or Westbrook before you even have a traffic study would suggest that River Sound is making traffic decisions based on political considerations, not engineering ones. Westbrook would urge you to give your traffic engineers a free hand in determining what access points are advisable and what improvements are needed to area roads in order to support the projected traffic volumes and type of traffic.
3. We look forward to seeing the public offering statement. Of greater interest would be the declaration of covenants and restrictions which would include the limitation on the creation or expansion of future land uses. For example, would the golf club host tournaments? If so, how often and under what conditions? This alone could have major traffic impacts. What will be the activities planned for the nature/visitors center? How large will the building be and what facilities will it contain? Will there be space for outdoor events that would be traffic generators, such as concerts, festivals, or similar events? Naturally, the character of this facility will have traffic and parking impacts for the overall site.

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4. Your summary of the information requested is accurate, except that, as noted above, we consider information on the Pianta property to be critical, if for no other reason that to maintain River Sound's credibility. River Sound may "not desire to spend the time, effort and money to go forward with any detailed development proposal for the Pianta parcel" but that desire may be counterproductive in terms of the big picture. As of May 17, 2004, Attorney David Royston indicated to the Old Saybrook Zoning Commission that River Sound would prepare a plan for the Pianta parcel. That would be a step in the right direction.
5. If you can provide the information sought and address the concerns raised above, by all means you may file your applications in July (or earlier, if you wish). However, before that, it would be advisable to finalize the arrangement for acceptance of the Westbrook portion of Sanctuary Drive as a public highway, without which the Planning Commission may be reluctant to create a new public highway in Westbrook and a use of land that the zoning regulations would not otherwise permit. In order to avoid the identical denial motion of the original application, this matter must be resolved. As noted in my letter of September 16, 2003, both of the options for creating a public highway which were contained in your letter of August 15, 2003, are potentially viable. Of the two methods which you describe, I have a slight preference for the use of Conn. Gen. Stats. §13a-48 and 8-24 because that places the matter before the Board of Selectmen where I think the initial authority belongs. I would not be comfortable having the Planning Commission create a public highway without knowing that the Board of Selectmen was willing to recommend acceptance of it to the Town Meeting.

All of us in attendance at our meeting of May 5, 2004, apologize for venting our frustration and disappointment on you, who was, truly, just the messenger. We had expected to see the items described in your letter after so many months of rumors and generic descriptions and were put off by the question of what kind of application form to file with so many major, substantive issues still outstanding. I hope you can persuade your client that full disclosure and good faith discussions are the only way that The Preserve can become a reality.

We look forward to receiving a comprehensive and detailed proposal that responds to the preceding issues and concerns.

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As always, if you have any questions, please do not hesitate to contact me.

Very truly yours,



Mark Branse

MKB:das

- cc: John Bennet, Esq., Town Attorney, Town of Westbrook
Christina Costa, Zoning Enforcement Officer, Town of Old Saybrook
Madeleine Fish, Chairman, Old Saybrook Zoning Commission
Dennis Goderre, Manager, Landscape Architecture, BL Companies
Robert McIntyre, Chairman, Old Saybrook Planning Commission
Christine Nelson, Town Planner, Town of Old Saybrook
Jay Northrup, Town Planner, Town of Westbrook
Marilyn Ozols, Chairman, Westbrook Planning Commission
Michael Pace, First Selectman, Town of Old Saybrook
Tony Palermo, First Selectman, Town of Westbrook
David Royston, Esq.
Lee Willman, Chairman, Westbrook Zoning Commission